



SEMAYA LIMITED

Formerly known as Sunrise Agro products limited

Registered Office : Flat No. 211, Antriksh Bhawan 22 KG Marg,
Connaught Place New Delhi DL 110001 IN, CIN : L01111DL1985PLC021268
Phone Number : 011-42487936, Email I'd : semayalimited@gmail.com

Ref:

Date:

November 09, 2020

To,

Department of Corporate Services-Compliances
Metropolitan Stock Exchange of India Ltd.
Vibgyor Tower, 4th Floor, G Block,
C-62, Bandra-Kurla Complex, Bandra (E),
Mumbai-400098, Maharashtra

Subject: Submission of Annual Report and Notice of the 35th Annual General Meeting w.r.t FY 2019-20

Dear Concern,

Pursuant to Regulation 34 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and with reference to the captioned subject, please find enclosed the Annual Report and Notice of the 35th Annual General Meeting to be held on Wednesday, 09th December, 2020 at 4:00 PM w.r.t. FY 2019-20.

Please take this on record.

Thanking you.

Yours Faithfully,

For and/or on behalf of Semaya Limited
(Formerly: Sunrise Agro Products Limited)

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Director

NITESH KUMAR
(Director)
DIN: 08307836

35TH

ANNUAL REPORT

OF

SEMAYA LIMITED

(FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)

FOR THE

FINANCIAL YEAR

(2019-20)

-: CORPORATE INFORMATION:-

BOARD OF DIRECTORS AS ON DATE

- | | |
|-----------------------------|-----------------------------------|
| ➤ Mr. Ishwar Singh Sheokend | Additional Director |
| ➤ Mr. Kanwar Pal | Managing Director |
| ➤ Ms. Seema Sharma | Director & CFO |
| ➤ Mr. Nitesh Kumar | Director |
| ➤ Ms. Rashmi Katiyal | Independent Director (Additional) |
| ➤ Ms. Priyanka Gautam | Independent Director (Additional) |
| ➤ Ms. Lovely | Company Secretary |

STATUTORY AUDITORS

- **M/s. Gopal Sharma & Co. (appointed in casual vacancy through Board Meeting on 30.07.2020)**
Chartered Accountants,
109, 1st Floor, Razdan Mansion, Jalori Gate, Jodhpur-342001

REGISTERED OFFICE

- Flat No.211, Antriksh Bhawan, 22 KG Marg Connaught Place, New Delhi-110001, India
- **Telephone No.:-** 011-42487936
- **E-mail:** semayalimited@gmail.com

LISTED WITH STOCK EXCHANGE

- **Metropolitan Stock Exchange of India Limited**
Vibgyor Tower, 4th Floor, G Block C62, Bandra Kurla Complex, Bandra (E), Mumbai City, Maharashtra-400098.

REGISTRAR & SHARE TRANSFER AGENT

- **M/S Beetal Financial & Computer Services Private Limited**
- **Address:** Beetalhouse, 3rd Floor 99
Madangir, Behind Local Shopping Centre New Delhi -110062
- **Contact No. -** 011-29961281

Table of Contents

Sl. No	Particulars
1	Notice of 35 th Annual General Meeting
2	Director's Report
(i)	Annexure A- MR-3 Secretarial Audit Report
(ii)	Annexure B- Annual Return Extracts in MGT 9
(iii)	Annexure C- Remuneration & Nomination Policy
(iv)	Annexure D- Policy for selection of Independence of Directors
(v)	Annexure E- Management Discussion & Analysis Report
(vi)	Annexure F- Managerial Remuneration
(vii)	Annexure G- Declaration By The Managing Director Under Regulation 34 of Securities And Exchange Board Of India(Listing Obligations And Disclosure Requirements) Regulations, 2015
3	Statutory Audit Report
4	Financials for the financial year ending 31 st March, 2020

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Phone No. 011-42487936

NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting ("AGM") of the members of the **Semaya Limited** (Formerly: Sunrise Agro Products Limited) is scheduled to be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) on **Wednesday the 09th day of December, 2020** at **4:00 PM** in accordance with applicable provisions of the Companies Act 2013 read with the MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 05th May, 2020, 08th April, 2020 and 13th April, 2020, and RoC Order No. ROC/Delhi/AGM Ext./2020/11538 dated 08th September 2020 respectively, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Standalone Financial Statements for the year ended 31st March 2020 along with the Auditor's Report and the Board's Report thereon;
2. To appoint M/s. Gopal Sharma & Company, Chartered Accountants (FRN: 002803C), as the Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of this AGM till the conclusion of the 40th AGM to be held in FY 2025-26 w.r.t. FY 2024-25 of the Company and to fix their remuneration by passing the following resolution as an Ordinary Resolution:

"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 and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the audit committee and Board of Directors, M/s. Gopal Sharma & Company, Chartered Accountants (FRN: 002803C), be and are hereby appointed as the Statutory Auditors of the Company to hold the office for a period of 5 years i.e. from the conclusion of this the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in FY 2025-26 w.r.t. FY 2024-25 and the Board of Directors be and are hereby authorized to fix remuneration payable to them as may be recommended by the audit committee in consultation with the Auditors.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which they deem necessary to give effect to this resolution."

3. To appoint a Director in place of Mr. Nitesh Kumar (DIN: 08307836) who retires by rotation and being eligible offers himself for re-appointment.

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Special Business:

4. Ratification of Appointment of Mr. Kanwar Pal (DIN: 08460184) as a Managing Director:

To consider and if thought fit, to pass the below resolution with or without modification as an
Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Directors) Rules, 2014 along with all modifications and enactments from time to time, approval of the Company be and is hereby given to ratify the appointment of Mr. Kanwar Pal (DIN: 08460184) as a Managing Director, who was appointed by the Board of Directors of the Company w.e.f. 24th December, 2019 on the recommendation of the Nomination & Remuneration Committee for a period of 5 years starting from 24th December, 2019 up to 23rd December, 2024 on such terms and conditions and the remuneration as fixed by the Board.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which they deem necessary to give effect to this resolution."

5. Regularization and Appointment of Ms. Rashmi Katiyal (DIN: 08064154) as an Independent Director:

To consider and if thought fit, to pass the below resolution with or without modification as an
Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 & 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with all modifications and enactments from time to time and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Rashmi Katiyal (DIN: 08064154) who was appointed as an Additional Director in the capacity & category of Independent Director w.e.f. 07th November, 2020 and who holds the office upto the date of this Annual General Meeting and from whom the Company has received a notice of her candidature, be and is hereby regularized as a Director and appointed as an Independent Director of the Company with immediate effect for a period of 5 years from 07th November, 2020 to 06th November, 2025 and whose office shall be not be liable to determination by rotation.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which they deem necessary to give effect to this resolution."

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6. Regularization and appointment of Ms. Priyanka Gautam (DIN: 08898686) as an Independent Director:

To consider and if thought fit, to pass the below resolution with or without modification as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 & 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with all modifications and enactments from time to time and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Priyanka Gautam (DIN: 08898686) who was appointed as an Additional Director in the capacity & category of Independent Director w.e.f. 07th November, 2020 and who holds the office upto the date of this Annual General Meeting and from whom the Company has received a notice of her candidature, be and is hereby regularized as a Director and appointed as an Independent Director of the Company with immediate effect for a period of 5 years from 07th November, 2020 to 06th November, 2025 and whose office shall be not be liable to determination by rotation.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which they deem necessary to give effect to this resolution."

7. Regularization and Appointment of Mr. Ishwar Singh Sheokend (DIN: 08479473) as a Director:

To consider and if thought fit, to pass the below resolution with or without modification as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 & 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with all modifications and enactments from time to time and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ishwar Singh Sheokend (DIN: 08479473) who was appointed as Non-executive Additional Director w.e.f. 07th November, 2020 by the Board in terms of Section 161(1) of the Companies Act, 2013 and who holds the office upto the date of this Annual General Meeting and from whom the Company has received a notice of his candidature, be and is hereby regularized and appointed as a Non-executive Director with immediate effect whose office shall be liable to determination by rotation.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which they deem necessary to give effect to this resolution."

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For Semaya Limited

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Sd/-

Lovely Verma

Company Secretary & Compliance Officer

Place: - New Delhi

Date: - 09.11.2020

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NOTES: -

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. **Book Closure:** The Register of Members and the Share Transfer Register shall remain closed from **Wednesday, 02nd December, 2020 to Wednesday 09th December, 2020** (both days inclusive).
6. Explanatory Statement pursuant to Section 102 of the Act relating to the special business to be transacted at the meeting is annexed hereto.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.

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8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Return for the FY 2019-20 has been uploaded on the website of the Company at www.semayalimited.com. The Notice can also be accessed from the website of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at www.msei.in and AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the notice of AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, Beetal Financial & Computer Services (P) Limited at beetalrta@gmail.com providing Folio number, Name of the 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) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

INSTRUCTION FOR E-VOTING AND AGM THROUGH VIDEO CONFERENCING

The remote e-voting period begins on Sunday 06th December, 2020 at 09:00 A.M. and ends on Tuesday 08th December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Cut-off date for the purpose of e-voting is 02nd December, 2020.

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on "Shareholders" module.

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- (iii) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 which is mentioned in email.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the 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.

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- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the **Semaya Limited**.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) 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.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to beetalrta@gmail.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to beetalrta@gmail.com

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INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field -Enter your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Enter your email ID

In the "Event password" field - Enter the password

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download webex application from play store

NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

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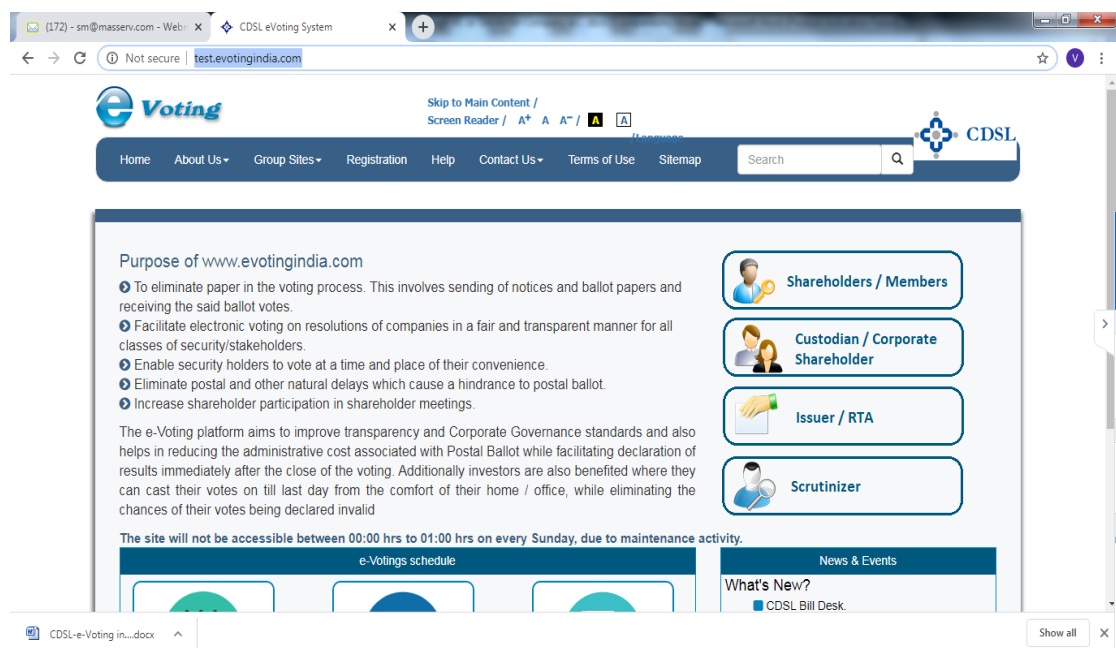
CIN: L01111DL1985PLC021268 || E-mail: semayalimited@gmail.com

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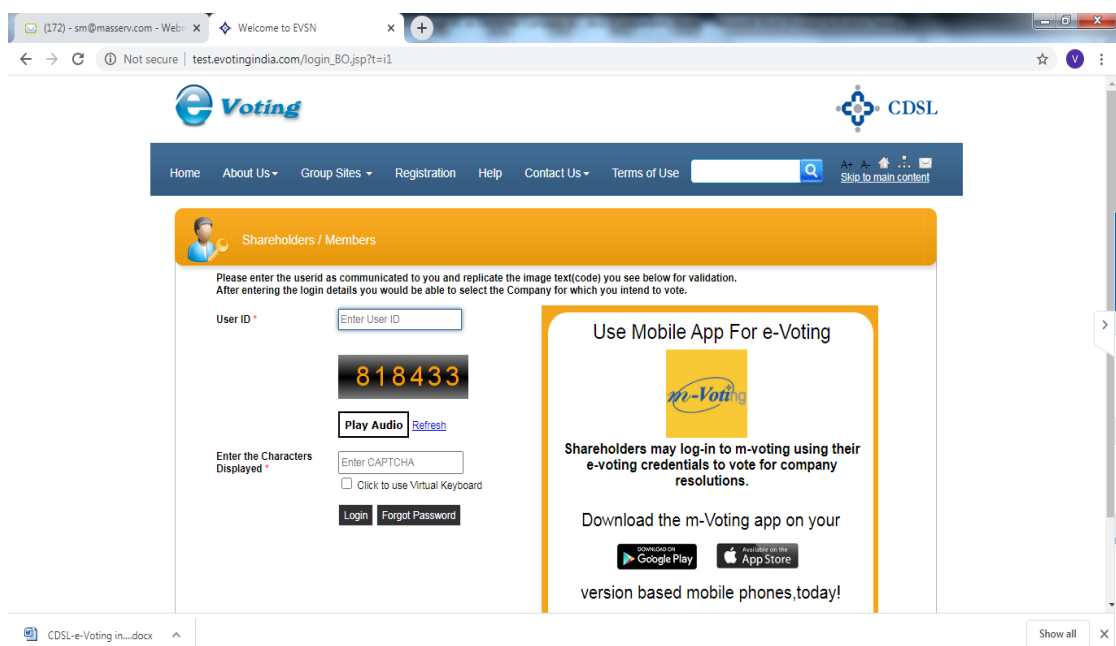
PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.

Below screen will be appear.



- ii. Press Shareholders/Members tab, after which the below screen will be appear.



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- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.

The screenshot shows a web browser window with the URL test.evotingindia.com/login_BO.jsp?t=i1. The page features the 'e-Voting' logo and a navigation menu. The main content area is titled 'Shareholders / Members' and displays a message: 'Character Validation was successful. Kindly enter other login details to proceed.' Below this, there are input fields for 'User ID' (containing 'IN30074910242015') and 'Password'. There are 'Submit' and 'Forgot Password' buttons. A checkbox for 'Click to use Virtual Keyboard' is also present. To the right, there is a promotional banner for the 'm-Voting' mobile app, stating: 'Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions. Download the m-Voting app on your version based mobile phones, today!' with download links for Google Play and the App Store.

- iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

The screenshot shows the same web browser window with the URL test.evotingindia.com/login_BO.jsp?t=i1. The page layout is identical to the previous one, but the 'User ID' field now contains 'MOCK001'. The 'PAN' field is now required, with a message: 'Any one of the details given below has to be mentioned for the first time login. Kindly enter the details as available on the demat account or folio number.' Below the 'PAN' field, there are input fields for 'Bank Account Number' and 'DOB or Date Of Inc.' (with a date format hint 'dd/mm/yyyy'). The 'Submit' and 'Forgot Password' buttons remain. The promotional banner for the 'm-Voting' mobile app is also present on the right side.

SEMAYA LIMITED

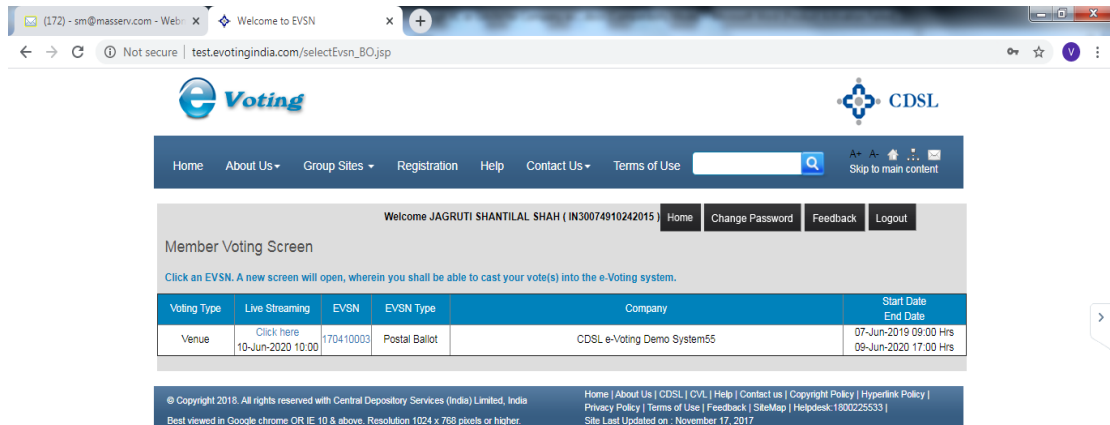
(Formerly: Sunrise Agro Products Limited)

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- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.



- vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column. E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



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Screen for login into Video Conferencing is shown below:

The screenshot shows the Cisco Webex interface for joining an event. The browser address bar displays the URL: telecraft.webex.com/mw3300/mywebex/default.do?nomenu=true&siteurl=telecraft&service=6&rnd=0.3323739293425717&main_url=https%3A%2F%2Ftelecraft.webex.co... The page header includes the Cisco Webex logo and 'For telecraft e Solutions'. The event information on the left states: 'Event status: Not started', 'Date and time: Monday, May 25, 2020 5:00 pm India Time (Mumbai, GMT+05:30) Change time zone', 'Duration: 2 hours', and 'Description:'. A disclaimer at the bottom left states: 'By joining this event, you are accepting the Cisco Webex Terms of Service and Privacy Statement.' The main section is titled 'Join Event Now' and contains a message: 'You cannot join the event now because it has not started.' Below this are input fields for 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A checkbox option reads: 'I would like to take a free Webex trial (email required)'. A 'Join Now' button is present, along with a link: 'Join by browser NEW!'. At the bottom, it says: 'If you are the host, start your event.'

Fill the details as:

In the “Name” field -Enter your name.

In the “last name” field -Enter your folio no. as informed in e-mail

In the “Email ID” field -Enter your email ID

In the “Event password” field -Enter the password

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

vii. Once you click on ‘Join now’ tab, the following screen will be appear:

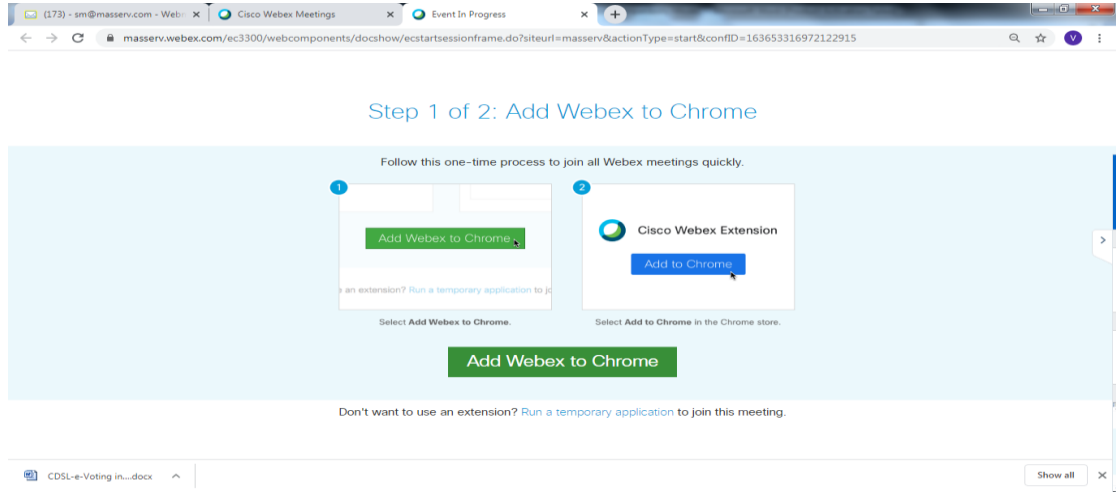
SEMAYA LIMITED

(Formerly: Sunrise Agro Products Limited)

Flat No. 211, Antriksh Bhawan, 22, K.G. Marg, Connaught Place, New Delhi-110001

CIN: L01111DL1985PLC021268 || E-mail: semayalimited@gmail.com

Phone No. 011-42487936



- viii. Now, kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

ITEM NO. 4

Ratification of Appointment of Mr. Kanwar Pal (DIN: 08460184) as a Managing Director:

As explained in item no. 4 that Mr. Kanwar Pal was appointed also as a Managing Director of the Company in their Board meeting dated 24th December, 2019. However, as per the requirements of Section 196 of the Companies Act, 2013 read with relevant rules, his appointment needs to be ratified and approved by the members in the general meeting. Keeping in view the same, the Board hereby proposes to ratify the appointment of Mr. Kanwar Pal as a Managing Director for a period of 5 years starting from 24th December, 2019 to 23rd December, 2024.

The Board recommends the Resolution set out in the Notice in Agenda No. 4 for the approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Persons of the Company or their relatives are in any way, concerned or interested in the proposed Ordinary resolution set out in item no. 4.

ITEM NO. 5

Regularization and appointment of Ms. Rashmi Katiyal (DIN: 08064154) as an Independent Director:

Ms. Rashmi Katiyal was appointed as an Additional Director of the Company in the category of Independent Director by the Board in their meeting dated 07th November, 2020. However, her appointment is valid only upto the date of the upcoming AGM. The Company has received a notice of his candidature and on the recommendation of the Nomination and Remuneration committee the Board proposes to appoint her as an Independent Director for a term of 5 years starting from 07th November, 2020 to 06th November, 2025.

The Board recommends the Resolution set out in the Notice in Agenda No. 5 for the approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Persons of the Company or their relatives are in any way, concerned or interested in the proposed Ordinary resolution set out in item no. 5.

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ITEM NO. 6

Regularization and appointment of Ms. Priyanka Gautam (DIN: 08898686) as an Independent Director:

Ms. Priyanka Gautam was appointed as an Additional Director of the Company in the category of Independent Director by the Board in their meeting dated 07th November, 2020. However, his appointment is valid only upto the date of the upcoming AGM. The Company has received a notice of her candidature and on the recommendation of the Nomination and Remuneration committee the Board proposes to appoint her as an Independent Director for a term of 5 years starting from 07th November, 2020 to 06th November, 2025.

The Board recommends the Resolution set out in the Notice in Agenda No. 6 for the approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Persons of the Company or their relatives are in any way, concerned or interested in the proposed Ordinary resolution set out in item no. 6.

ITEM NO. 7

Regularization and appointment of Mr. Ishwar Singh Sheokend (DIN: 08479473) as a Director:

Mr. Ishwar Singh Sheokend was appointed as an Additional Director of the Company in the category of Professional by the Board in their meeting dated 07th November, 2020.

Earlier he was holding the post of Independent Director and resigned from the respective post on November 07, 2020 by reason of non-registration in the databank of Independent Director maintained by Indian Institute of Corporate Affairs (IICA).

However by virtue of his knowledge and experience of 10 years, the Company wants him to continue as a Non-Executive Director of the Company and his appointment is valid only upto the date of the upcoming AGM. The Company has received a notice of his candidature and on the recommendation of the Nomination and Remuneration committee the Board proposes to regularize his appointment as a Director with immediate effect.

The Board recommends the Resolution set out in the Notice in Agenda No. 7 for the approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Persons of the Company or their relatives are in any way, concerned or interested in the proposed Ordinary resolution set out in item no. 7.

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DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

S.No.	Particulars	
1.	Name and Age of Director	Ms. Rashmi Katiyal, 28 yrs
	Date of Birth	05.08.1992
	DIN	08064154
	Qualification	Graduate from Delhi University
	Expertise in specific functional areas	She is having an experience of 3 years as General Secretary in an NGO working for Social Justice & Women Empowerment.
	Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.
	Last Drawn Remuneration	Nil
	Date of first appointment on the Board	07/11/2020
	Directorship held in other Listed companies and Unlisted companies	1) SHIVENDRA SOURYA URJA (OPC) PRIVATE LIMITED
	No. of Board Meeting attended during the year 2019-2020	0
	Membership/Chairmanship of the Committees across the Companies (including Semaya Limited)*	Member – 2 Chairman – 2
	No. of equity shares held	Nil

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S.No.	Particulars	
2	Name and Age of Director	Ms. Priyanka Gautam, 26 yrs
	Date of Birth	21.07.1994
	DIN	08898686
	Qualification	Graduate from Delhi University
	Expertise in specific functional areas	She is having 5 years of experience in finance and share market .
	Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.
	Last Drawn Remuneration	Nil
	Date of first appointment on the Board	07/11/2020
	Directorship held in other Listed companies and Unlisted companies	1) ADITRI INDUSTRIES LIMITED
	No. of Board Meeting attended during the year 2019-2020	0
	Membership/Chairmanship of the Committees across the Companies (including Semaya Limited)*	Member – 5 Chairman – 0
	No. of equity shares held	Nil

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S.No.	Particulars	
3	Name and Age of Director	Mr. Ishwar Singh Shoekend, 48 years
	Date of Birth	25.02.1972
	DIN	08479473
	Qualification	Graduate
	Expertise in specific functional areas	He holds the directorship in various Companies and having experience of 10 Years.
	Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.
	Last Drawn Remuneration	Nil
	Date of first appointment on the Board	24/12/2019
	Directorship held in other Listed companies and Unlisted companies	1) LACY LIMITED 1) SUNVISION AGENCIES PRIVATE LIMITED 2) EMRICK TRADERS INDIA PRIVATE LIMITED 3) SUKHMEHAR FINANCE PRIVATE LIMITED 4) GAP TRADING AND INVESTMENT PRIVATE LIMITED 5) EVLON STEEL AND POWER LIMITED 6) FICKLE CONSULTANCY (INDIA) PRIVATE LIMITED
	No. of Board Meeting attended during the year 2019-2020	0
	Membership/Chairmanship of the Committees across the Companies (including Semaya Limited)*	Member – 4 Chairman – 0
	No. of equity shares held	Nil

*Committee position only of the Audit Committee and Stakeholder's Relationship Committee in Public Companies (whether listed or not) have been considered.

For Semaya Limited
(formerly Sunrise Agro Products Limited)

Sd/-

Lovely Verma

Company Secretary & Compliance Officer

Place: - New Delhi

Date: - 09.11.2020

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ROUTE MAP AND PROMINENT LANDMARK OF AGM VENUE

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members is not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue.

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DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 35th Annual Report on the business and operations of the Company together with the Audited Financial Statement for the year ended 31st March, 2020.

1. FINANCIAL PERFORMANCE

The Board Report prepared on the stand-alone financial Statement basis of the Company. The performance of the Company for the financial year ended March 31, 2020 as summarized below:

Particulars	31 st March, 2020 (Rs.)	31 st March, 2019 (Rs.)
Income from Operations	17,55,973.01	94,00,240
Other Income	6,13,49,449.30	7,68,684.56
Total Income	6,31,05,422.31	1,01,68,924.56
Total Expenditure	6,27,73,249	1,01,48,606
Profit/ (Loss) before tax	3,32,173.31	20,318.56
Less: Provision for Current Tax	86,365	5,283
Less: Prior period Adjustment of Tax	0.00	0.00
Net Profit/(Loss) after Tax	2,45,808.31	15,035.56

2. STATE OF COMPANY'S AFFAIRS

During the year, the Company earned a Profit After Tax of Rs.2,45,808.31/- as compared to the previous year where it was just Rs. 15,035.56/-.

3. MATERIAL CHANGES AND COMMITMENTS AFTER THE DATE OF CLOSE OF FINANCIAL YEAR 2019-20

After the closure of the Financial Year under consideration, the following changes took place:

A. Board of Directors and KMP:

- Ms. Rashmi Katiyal and Ms. Priyanka Gautam were appointed as an Additional Directors of the Company in the category of Independent Director by the Board w.e.f. 7th November, 2020 whose regularization is proposed in the ensuing AGM;
- Ms. Seema Sharma was appointed as a Chief Financial officer (CFO) by the Board w.e.f. 7th November, 2020 in place of Mr. Kanwar Pal who resigned from the position of Chief Financial Officer w.e.f. 7th November, 2020;
- Mr. Nitesh Kumar was re-categorized as a non-executive director from executive director w.e.f. 7th November, 2020;
- Mr. Ishwar Singh Sheokend resigned as an Independent Director w.e.f. 7th November, 2020 and were appointed as an Additional Directors of the Company in the category of Professional by the Board w.e.f. 7th November, 2020 whose regularization is proposed in the ensuing AGM ;
- Ms. Lovely was appointed as Company Secretary cum Compliance Officer w.e.f. 1st August, 2020 in place of Ms. Rolita Gupta.
- M/s. Naresh K Jain & Co., Chartered Accountants (FRN 028159N) was appointed as an Internal Auditor w.e.f. 7th November, 2020 for the F.Y. 2020-21.

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4. DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES AND HIGHLIGHTS OF THEIR PERFORMANCE AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

There is no subsidiary and joint venture of the Company and further there are no companies, which have become or ceased to be the subsidiary and joint venture of the Company during the year.

5. DIVIDEND AND RESERVES

During the year under review, your Company does not recommend any dividend in the absence of profits. And also, your Company has not made any transfer to Reserves during the financial year 2019-2020.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

In the terms of section 186 of Companies Act 2013, a Company can advance loans to other companies or invest in the securities of other companies upto 60 percent of its paid up share capital, free reserves and securities premium account or 100 percent of its free reserves and securities premium account, whichever is more. The amount of outstanding loans and advances given by Company during the year end 31st March 2020 is Rs. 21,62,000.

7. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements to strengthen the same. The Board of Directors has framed a policy which ensures the orderly and efficient conduct of its business, safeguarding of its assets, to provide greater assurance regarding prevention and detection of frauds and accuracy and completeness of the accounting records of the Company.

In terms of Section 138 of the Companies Act, 2013 and Rule 13 of Company (Accounts) Rules, 2013, the Company has appointed M/s "VP Gupta & Co.", Chartered Accountants as Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed and corrective steps taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations

During the year no reportable weakness in the operations and accounting were observed and your Company has adequate internal financial control with reference to its financial statements.

8. RELATED PARTY TRANSACTIONS

Details of related party transactions have been disclosed in notes to the financial statements.

Further, your Company has not entered into any material contracts or arrangements with related parties. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 read with rules made there under, in Form AOC-2 is not applicable.

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9. HOLDING/SUBSIDIARY/ASSOCIATE/JOINT VENTURE

The Company does not have a holding, subsidiary, associates or joint-venture and therefore, the maintenance and filing of Consolidated Financial Statements no longer applies on the Company.

10. RISK MANAGEMENT

The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of all risks.

In this regard the board has formulated a Risk Management policy, which defines the risk assessment and minimization procedures. As per view of board, there is no other risk in operation of Company, which may impact the existence of Company.

11. AUDITORS AND AUDITOR'S REPORT

M/s. Gopal Sharma & Co. LLP, Chartered Accountants (FRN: 002803C) was appointed as Statutory Auditors of the Company to fill the casual vacancy in the office of Auditors caused by the resignation of M/s. Devi Dayal & Associates (FRN: 003910N) in the Board Meeting of the Company dated 30th July, 2020 and whose term as Statutory Auditor shall expire at the conclusion of the ensuing 35th Annual General Meeting.

Therefore, on the recommendation of the Audit Committee, the Board, subject to the approval of the members in the ensuing AGM, proposes to appoint M/s. Gopal Sharma & Co., Chartered Accountants for a fresh term of 5 years i.e. until Company's 40th AGM to be held in the FY 2025-26 w.r.t. FY 2024-25. The appointment shall be made on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditors and recommends the same to the shareholders of the Company for their approval.

The Company has received an eligibility certificate from the auditors to the effect that their re-appointment if made, would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The auditor report and notes on accounts referred to in the Auditors Report is self-explanatory and there are no adverse remarks or qualification in the Report.

12. SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 and rules made there under, the board has appointed M/s Pritika Nagi & Associates, Company Secretary in Practice to conduct the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit Report for the financial year ended 31st March, 2020 is attached herewith as part of the Annual Report as **Annexure A** which forms an integral part of this report.

There are no secretarial audit qualifications/adverse remarks, reservation for the year under review, except as under:

1. The **Company** has not employed a qualified Company Secretary as required by Section 203(1) of the Companies Act, 2013 read with Rule 8 and 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the major part of the year till 24th December, 2019.

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2. The **Company** did not have a qualified Company Secretary as Compliance Officer for the as required by Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the first three quarters of the year under review. Ms. Rolita Gupta was appointed as the Company Secretary on 24th December, 2019.
3. The **Company** did not appoint a CFO as required by Section 203 of the Companies Act, 2013 for the major part of the year. The CFO was appointed on 24th December, 2019 along with appointment of Company Secretary.
4. The Audit Committee for the quarter January to March 2020 ended on 31st March, 2020 was not constituted properly as per the requirements of Section 177 of the Companies Act, 2013. Although the constitution was proper for the period 1st April 2019 to 24th December, 2019;
5. The Board of Directors of the **Company** was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors till the first three quarters i.e. April to December, 2019. However, with the change in the composition of the Board of Directors w.e.f 24th December, 2019 there was just one Independent Non-executive Director, a Director in Executive Category and a Managing Director who was also the CFO of the Company.

The Metropolitan Stock Exchange of India has levied the following penalties (including GST @ 15%) @ Rs. 1000 per day as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03,2018, ("SEBI Circular"), for non-appointment of a qualified Company Secretary as a Compliance Officer as per Reg.6(1) of Listing Regulations:

- i. Rs. 106200 w.r.t. the quarter ended on 31st March, 2019 through their e-mail dated 14th May, 2019;
- ii. Rs. 107380 w.r.t. the quarter ended on 30th June, 2019 through their e-mail dated 14th August, 2019;
- iii. Rs. 99120 w.r.t. the quarter ended on 31st December, 2019 through their e-mail dated 12th February, 2020

The Metropolitan Stock Exchange of India has levied an overall penalty of Rs. 430700 (plus GST of Rs. 65700) as per the SEBI's Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 / SEBI circular no. CIR/CFD/CMD/12/2015 dated November 30, 2015 (as applicable) ("SEBI Circulars") as on 31st March, 2020.

Explanation:

With regards to the above qualifications, we would like to clarify that:

- a. The Company appointed a qualified Company Secretary w.e.f. 24th December, 2019 and to this day it has a CS as compliance officer.
- b. Mr. Kanwar Pal was appointed as a CFO of the Company w.e.f. 24th December, 2019;
- c. With respect to other remarks we would like to state that the management is taking all the necessary steps in order to make good the discrepancies in compliance with the law.

13. FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no such frauds reported by auditors, which are committed against the Company by officers or employees of the Company.

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14. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

• Retirement by Rotation

Mr. Nitesh Kumar(DIN: 08307836) is liable to be retire as per section 152 of the Companies Act, 2013 in the ensuing AGM.

• Appointment / Re-appointment and Cessation of Directors & KMP

During the Financial year of 2019-2020 under review, the Appointment / Re-appointment and Cessation of Directors & KMP are as follows:

S.No.	Director/ KMP	DIN	Designation	Appointment Date	Cessation Date
1	Ms. Sarla Bardia	01530381	Independent Director	20.08.2016	07.01.2020
2	Mr. Arjun Sah	06675558	Independent Director	20.08.2016	07.01.2020
3	Mr. Abhishek Bardia	06670438	Managing Director	20.08.2016	26.12.2019
4	Ms. Seema Sharma	08292314	Director	24.12.2019	-
5	Mr. Kanwar Pal	08460184	Managing Director & CFO (KMP)	24.12.2019	-
6	Mr. Nitesh Kumar	08307836	Director	24.12.2019	-
7	Mr. Ishwar Singh Sheokend	08479473	Independent Director	24.12.2019	-
8	Ms. Rolita Gupta	NA	Company Secretary (KMP)	24.12.2019	-

All Independent Directors has given declarations to the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of The Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

15. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of Companies Act, 2013 is attach as an Annexure A and also available on the website of the Company i.e. <https://semayalimited.com/>

16. NUMBER OF MEETINGS OF THE BOARD

The Board duly met at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice along with Agenda and notes on agenda of each Board Meeting was given in writing to each Director.

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In the **Financial Year 2019-2020**, the Board met Twelve (12) times. The meetings were held on **30/05/2019, 12/08/2019, 14/11/2019, 24/12/2019, 02/01/2020, 03/01/2020, 04/01/2020, 06/01/2020, 07/01/2020, 15/01/2020, 13/02/2020 and 28/02/2020**. The interval between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For further details, please refer report on Corporate Governance, an integral part of this Annual Report.

17. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE & MEETINGS

Powers and role of the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgment about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (GAAP).
- Review the investments made by the Company.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any Related party transactions.

Matters required to be included in the Directors' Responsibility Statement to be included in Boards Report in terms of clause (c) of Sub Section 3 of Section 134 of the Companies Act, 2013.

During the financial year between 01.04.2019 to 26.12.2019, the Audit Committee working under Chairmanship of Mr. Arjun Sah with Ms. Sarla Bardia and Mr. Abhishek Bardia as co-members;

And

Between 27.12.2019 to 31.03.2020, the Audit Committee working under Chairmanship of Mr. Ishwar Singh Sheokend with Mr. Nitesh Kumar and Ms. Seema Sharma as co-members.

The Audit Committee met four times in the F.Y. 2019-20: 30.05.2019, 12.08.2019, 14.11.2019, 13.02.2020,

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The Composition of Audit Committee is as follows till 26th December, 2019:

S. No.	Name	Designation	No. of meetings eligible to attend	No. of meetings attended
1.	Mr. Arjun Sah	Chairman (Independent Non-executive Director)	3	3
2.	Ms. Sarla Bardia	Member (Independent Non-executive Director)	3	3
3.	Mr. Abhishek Bardia	Member (MD)	3	3

The Composition of Audit Committee is as follows as on 31st March, 2020

S. No.	Name	Designation	No. of meetings eligible to attend	No. of meetings attended
1.	Mr. Ishwar Singh Sheokend	Chairman (Independent Non-executive Director)	1	1
2.	Ms. Seema Sharma	Member (Executive Director)	1	1
3.	Mr. Nitesh Kumar	Member (Executive Director)	1	1

All the recommendations made by the Audit Committee were accepted by the board.

B. NOMINATION & REMUNERATION COMMITTEE

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

During the financial year between 01.04.2019 to 26.12.2019, the Nomination & Remuneration Committee working under the Chairmanship of Mr. Arjun Sah with Ms. Sarla Bardia and Mr. Abhishek Bardia as co-members;

And

Between 27.12.2019 to 31.03.2020, the Nomination & Remuneration Committee working under the Chairmanship of Mr. Ishwar Singh Sheokend with Mr. Nitesh Kumar and Ms. Seema Sharma as co-members.

SEMAYA LIMITED

(Formerly: Sunrise Agro Products Limited)

Flat No. 211, Antriksh Bhawan, 22, K.G. Marg, Connaught Place, New Delhi-110001

CIN: L01111DL1985PLC021268 || E-mail: semayalimited@gmail.com||

Phone No. 011-42487936

The composition of the Nomination and Remuneration committee is as follows till 26.12.2019:

Name of Director	Category
Mr. Arjun Sah	Chairman Independent Non-executive Director
Ms. Sarla Bardia	Member Independent, Non-executive Director
Mr. Abhishek Bardia	Member Promoter and Executive

The composition of the Nomination and Remuneration committee is as follows as on 31.03.2020:

Name of Director	Category
Mr. Ishwar Singh Sheokend	Chairman Independent Non-executive Director
Ms. Nitesh Kumar	Member Executive Director
Mr. Seema Sharma	Member Executive Director

During the year under review the Nomination & Remuneration committee met once on: 24.12.2019.

The nomination and remuneration committee has recommended to the Board:

- A policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The details of this policy are attached as **Annexure C** in this report and
- Further, Policy for selection criteria of Directors and Senior Management and Criteria for determining qualifications, positive attributes and director independence is also attached as **Annexure D** to this Report.

18. POLICIES & DISCLOSURES

A. VIGIL MECHANISM

The Vigil Mechanism/Whistle blower Policy of the Company provides that protected disclosures can be made by a whistle blower through an email to the Chairman of the audit committee.

B. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and rules made there under every Company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board.

However, it is not applicable in case of your Company. Hence there is no need to form Corporate Social Responsibility Committee and Corporate Social Responsibility Policy for the Company as per the requirement of the Companies Act, 2013.

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C. BOARD EVALUATION

SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole and that of its committee was conducted based on the criteria and framework adopted by the Board. Board has engaged Nomination and Remuneration Committee for carrying out the evaluation and their finding were shared with the board that had discussed and analyze its performance during the year. The Board approved the evaluation results as collated by the nomination and remuneration committee.

The exclusive meeting of Independent Directors was held to evaluate the performance of the Board, non-Independent Directors & the Chairman.

The performance evaluation of committee's and board as a whole was done on the basis of questionnaire which was circulated among the board members and committee members and on receiving the inputs from them, their performance was assessed.

Lastly, performance evaluation of individual directors was done on the basis of self-evaluation forms which were circulated among the directors and on receiving the duly filled forms, their performance was assessed.

D. REMUNERATION POLICY

The Remuneration Policy forms a part of the Board's Report and is set out as **Annexure-C**.

19. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Managements' Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming **Annexure E** of the Director's Report.

20. CORPORATE GOVERNANCE

As the attachment of Corporate Governance Report with Annual report is not applicable to our Company, we have not attached the said report. However, your Board of Directors are trying their best to comply the prescribed Corporate Governance Guidelines.

21. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no employee in the Company, which draws the remuneration in excess of the limits set out in the said rules.

Further, the details of top 10 employees are enclosed as **Annexure F**.

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22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given hereunder:

Conservation of Energy

The Company's operations are not power extensive. The Company is taking every step to conserve and minimize the use of energy.

Technology Absorption, Adaption & Innovation and Research & Development

The Company has not imported any technology during the year 2019-20.

Foreign Exchange Earnings and Outgo

As your Company does not deal in Foreign Exchange, therefore the particulars relating to Foreign Exchange Earnings and Outgo are not applicable to your Company.

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo: Nil

23. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by them, your Directors confirmed the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

- 1) That in preparation of Annual Accounts for the year ended March 31st, 2020; the applicable accounting standards have been followed and there are no material departures from the same;
- 2) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company as at March 31st, 2020 and of the profit and loss of the Company for the year ended on that date;
- 3) That the Directors have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The directors have prepared the annual accounts on a going concern basis;
- 5) That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- 6) That 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.

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24. LISTING OF SECURITIES

The Company's Equity Shares are listed on Metropolitan Stock Exchange of India (MSEI).

25. GENERAL

Your Director states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review: -

- i. Details relating to deposits covered under Chapter V of the Act.
- ii. Issue of the equity shares with differential rights as to dividend, voting or otherwise.
- iii. Issue of shares (including sweat equity shares) to directors or employees of the Company.
- iv. Issue of Employee Stock Option Scheme to employees of the Company.
- v. As there is no subsidiary or holding Company of your Company, so Managing Director of the Company does not receive any remuneration or commission from any of such companies.
- vi. No significant or material orders were passed by the regulators or courts or tribunals, which impact the going concern status and Company's operations in future.
- vii. Purchase of or subscription for shares in the Company by the employees of the Company.
- viii. There is no subsidiary of Company, so no policy on material subsidiary is required to be adopted.

Your Directors further state that: -

- i. The Company has zero tolerance for sexual harassment and during the year under review, there were no complaint received and no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- ii. And there is no change in the nature of business of Company during the year.

26. INDUSTRIAL AND HUMAN RELATIONS

Since the Company is not into any kind of manufacturing activity, there is no matter to discuss about industrial relations and the Company is maintaining cordial relations with its staff members.

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27. ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation for the shareholders, bankers and other business associates for their forbearance, understanding and support to the Company. They also wish to place on record their great appreciation of the commitment, sense of involvement and dedication exhibited by each staff member in the overall development, growth and prosperity of the Company.

For and/or on behalf of SEMAYA LIMITED

(Formerly Known as SUNRISE AGRO PRODUCTS LIMITED)

Sd/-

Kanwar Pal

Managing Director

DIN: 08460184

Add: C-134, Gokul Puri, Dayalpur

North East Delhi- 110094

Sd/-

Nitesh Kumar

Director

DIN: 08307836

Add: B-3, Gali No.-2, Khajoori Khas

North East Delhi- 110094

Date: 09.11.2020

Place: Delhi

ANNEXURE-A

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
SEMAYA LIMITED
(Formerly: Sunrise Agro Products Limited)
211, Antriksh Bhawan, 22, K.G. Marg, Barakhamba Road,
Connaught Place, New Delhi-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SEMAYA LIMITED (Formerly: Sunrise Agro Products Limited)** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my/our verification of the **SEMAYA LIMITED's (Formerly: Sunrise Agro Products Limited)** 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 my/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:

PARA ONE

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review**
 - iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable during the period under review**
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review**
 - vi. 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;
 - vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable during the period under review**
 - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review**
 - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Observations based on Para One:

Based on the examination of the above Acts and Regulations we are of the opinion that:

1. The **Company** has not employed a qualified Company Secretary as required by Section 203(1) of the Companies Act, 2013 read with Rule 8 and 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the major part of the year till 24th December, 2019
2. The **Company** did not have a qualified Company Secretary as Compliance Officer for the for the as required by Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the first three quarters of the year under review. Ms. Rolita Gupta was appointed as the Company Secretary on 24th December, 2019.
3. The **Company** did not appoint a CFO as required by Section 203 of the Companies Act, 2013 for the major part of the year. The CFO was appointed on 24th December, 2019 along with appointment of Company Secretary.
4. The Audit Committee for the quarter January to March 2020 ended on 31st March, 2020 was not constituted properly as per the requirements of Section 177 of the Companies Act, 2013. Although the constitution was proper for the period 1st April 2019 to 24th December, 2019.
5. The Company has not paid dividend on Preference Shares.

PARA TWO

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the **Company** with the Metropolitan Stock Exchange of India.

Observations based on Para Two

Based on our examination we are of the opinion that during the period under review the **Company** has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The **Company** had maintained a valid website as required by Clause 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;
2. The **Company** did not appoint a qualified Company Secretary as a Compliance Officer for the major part of the year. Qualified Company Secretary was appointed on 24th December, 2019.
3. The meetings of the Board and Members have been properly called and the statutory records as required have been maintained.

We further report that during the year under review

The Board of Directors of the **Company** was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors till the first three quarters i.e. April to December, 2019. However, with the change in the composition of the Board of Directors w.e.f 24th December, 2019 there was just one Independent Non-executive Director, a Director in Executive Category and a Managing Director who was also the CFO of the Company.

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. However, based on our observation under Para Two it is advised that the **Company** should keep and maintain proper Statutory Records and maintain it electronically also.

However, where the records are maintained it is observed that majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

There are adequate systems and processes in the **Company** commensurate with the size and operations of the **Company** to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Metropolitan Stock Exchange of India has levied the following penalties (including GST @ 15%) @ Rs. 1000 per day as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018, ("SEBI Circular"), for non-appointment of a qualified Company Secretary as a Compliance Officer as per Reg.6(1) of Listing Regulations:

- i. Rs. 106200 w.r.t. the quarter ended on 31st March, 2019 through their e-mail dated 14th May, 2019;
- ii. Rs. 107380 w.r.t. the quarter ended on 30th June, 2019 through their e-mail dated 14th August, 2019;

- iii. Rs. 99120 w.r.t. the quarter ended on 31st December, 2019 through their e-mail dated 12th February, 2020

We further report that the Metropolitan Stock Exchange of India has levied an overall penalty of Rs. 430700 (plus GST of Rs. 65700) as per the SEBI's Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 / SEBI circular no. CIR/CFD/CMD/12/2015 dated November 30, 2015 (as applicable) ("SEBI Circulars") as on 31st March, 2020.

We further report that during the audit period the **Company** does not fall under any industry for which any specific reporting is required.

For Pritika Nagi & Associates

Sd/-

Pritika Nagi

Practicing Company Secretary

M. No.: 29544, CP No.: 11279

Date: 05.11.2020

Place: New Delhi

UDIN: A029544B001162104

Note: This report is to be read with our letter of even date which is annexed as “Annexure I” and forms an integral part of this report.

Annexure I

To,
The Members
SEMAYA LIMITED
(Formerly: Sunrise Agro Products Limited)
211, Antriksh Bhawan, 22, K.G. Marg, Barakhamba Road,
Connaught Place, New Delhi-110001

Our report of even date is to be read with the following clarification and explanation:

1. Maintenance of secretarial records is the responsibility of the management of the **Company**. Our responsibility is to express an opinion on the 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 the future viability of the **Company** nor of the efficiency or effectiveness with which the management has conducted the affairs of the **Company**.

For Pritika Nagi & Associates

Sd/-

Pritika Nagi

Practicing Company Secretary

M. No.: 29544, CP No.: 11279

Date: 05.11.2020

Place: New Delhi

UDIN: A029544B001162104

Annexure B to Director's Report
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2020

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	L01111DL1985PLC021268
2	Registration Date	6/21/1985
3	Name of the Company	SEMAYA LIMITED
4	Category/Sub-category of the Company	Public Company limited by shares, Indian Non-Government Company
5	Address of the Registered office & contact details	Flat No.211, Antriksh Bhawan, 22 KG Marg Connaught Place, New Delhi-110001, India
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Private Limited Beetalhouse,3rd Floor 99,Madangir, Behind Local Shopping Centre New Delhi -110062. Tel: 011-29961281

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	Financing and Investing Activity	641	3%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NA	NA	NA	NA	NA

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 [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	12,000	-	12,000	4.84%	12,000	-	12,000	4.84%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	12,000	-	12,000	4.84%	12,000	-	12,000	4.84%	0.00%

(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Banks/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL SHAREHOLDING OF PROMOTER (A) = (A)(1) + (A)(2)	12,000	-	12,000	4.84%	12,000	-	12,000	4.84%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.01%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.01%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.					0				0.00%
i) Indian	-	1,000	1,000	0.40%		1,000	1,000	0.40%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	-	235,000	235,000	94.76%	-	235,000	235,000	94.76%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Others (specify)									
Non Resident Indians/OCB	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) NBFCs registered with RBI	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	236,000	236,000	95.16%	-	236,000	236,000	95.16%	0.00%
Total Public Shareholding (B) = (B)(1) + (B)(2)	-	236,000	236,000	95.16%	-	236,000	236,000	95.16%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	12,000	236,000	248,000	100.00%	12,000	236,000	248,000	100.00%	0.00%

(ii) Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 01-April-2019]			Shareholding at the end of the year [As on 31-March-2020]			% 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	Rajesh Jain	12,000	4.84%	0	12,000	4.84%	0	0.00%
	Total	12,000	4.84%	0	12,000	4.84%	0	0.00%

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

SN	Particulars	Date wise Increase/ Decrease in Promoters Share holding during the year	Reasons for increase/decrease	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year			12,000	4.84%	12,000	4.84%
	Changes during the year			NIL	NIL	NIL	NIL
				NIL	NIL	NIL	NIL
	At the end of the year			12,000	4.84%	12,000	4.84%

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

SN	For each of the Top 10 shareholders	Date wise Increase/ Decrease in Share holding during the year	Reasons for increase/decrease	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Abhishek Bardia						
	At the beginning of the year	04/01/19		12,300	4.96%	12,300	4.96%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,300	4.96%	12,300	4.96%
2	Amit Sethia						
	At the beginning of the year	04/01/19		12,300	4.96%	12,300	4.96%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,300	4.96%	12,300	4.96%
3	Anju Jain						
	At the beginning of the year	04/01/19		12,300	4.96%	12,300	4.96%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,300	4.96%	12,300	4.96%
4	Bimal Jain						
	At the beginning of the year	04/01/19		12,300	4.96%	12,300	4.96%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,300	4.96%	12,300	4.96%
5	Prakash Sethia						
	At the beginning of the year	04/01/19		12,300	4.96%	12,300	4.96%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,300	4.96%	12,300	4.96%

6	Rajiv Yadav						
	At the beginning of the year	04/01/19		12,300	4.96%	12,300	4.96%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,300	4.96%	12,300	4.96%
7	Ritesh Patawari						
	At the beginning of the year	04/01/19		12,300	4.96%	12,300	4.96%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,300	4.96%	12,300	4.96%
8	Tej Karan Bothra						
	At the beginning of the year	04/01/19		12,300	4.96%	12,300	4.96%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,300	4.96%	12,300	4.96%
9	Narender Yadav						
	At the beginning of the year	04/01/19		12,100	4.88%	12,100	4.88%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		12,100	4.88%	12,100	4.88%
10	Chhatar Singh Banthia						
	At the beginning of the year	04/01/19		11,900	4.80%	11,900	4.80%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	3/31/2020		11,900	4.80%	11,900	4.85%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date wise Increase/ Decrease in Share holding during the year	Reasons for increase/decrease	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Abhishek Bardia (Managing Director)						
	At the beginning of the year	Nil	Nil	12,300	4.96%	12,300	4.96%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	12,300	4.96%	12,300	4.96%
2	Arjun Sah (Director)						
	At the beginning of the year	Nil	Nil	11,800	4.76%	11,800	4.76%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	11,800	4.76%	11,800	4.76%
3	Sarla Bardia (Director)						
	At the beginning of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
4	Seema Sharma (Director)						
	At the beginning of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
5	Kanwar Pal (Managing Director & CFO)						
	At the beginning of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
6	Nitesh Kumar (Director)						
	At the beginning of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
7	Ishwar Singh Sheokend (Director)						
	At the beginning of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
8	Rolita Gupta (Company Secretary)						

	At the beginning of the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	Nil	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	Nil	Nil	0.00%	Nil	0.00%

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

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		NIL		-
* 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:

SN.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Kanwar Pal		(Rs/Lac)
	Gross salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,000.00		10,000.00
	(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)	10,000.00	-	10,000.00
	Ceiling as per the Act	5% of the Net Profit		

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		Ishwar Singh Sheokand	Seema Sharma	(Rs/Lac)
	Independent Directors			
3	Fee for attending board committee meetings	30,000.00		30,000.00
	Commission			-
	Others, please specify			-
	Total (1)	30,000.00	-	30,000.00
	Other Non-Executive Directors			-
4	Fee for attending board committee meetings		10,000.00	10,000.00
	Commission			-
	Others, please specify			-
	Total (2)	-	10,000.00	10,000.00
	Total (B)=(1+2)	30,000.00	10,000.00	40,000.00
	Total Managerial Remuneration			-
	Overall Ceiling as per the Act	Sitting Fee- 1 lakh per meeting		

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

SN.	Particulars of Remuneration		Name of Key Managerial Personnel		Total Amount (Rs/Lac)
	Name Designation	CEO	CFO	Rolita Gupta CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			30,000.00	
	(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	-	-	30,000.00	30,000.00

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	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
By Order of the Board of Directors					
For Semaya Limited					
(Formerly Known as Sunrise Agro Products Limited)					
SD/-			SD/-		
KANWAR PAL			NITESH KUMAR		
Date: 09.11.2020			Managing Director		
Place: New Delhi			DIN-08460184		
			Director		
			DIN - 08307836		

SEMAYA LIMITED

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ANNEXURE-C

REMUNERATION POLICY

INTRODUCTION

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Senior Management of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

SCOPE

The policy contains a description of the core principles of the company's remuneration policy with respect to executive and non-executive Board members, KMP and other senior management. It follows the principles of maximum transparency and disclosure regarding remuneration, which the company has been applying to its public reporting documents.

The terms of this policy shall not be binding on employment agreement entered prior to this date. This Policy is based upon following principals as drawn by nomination and remuneration committee of company:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- The remuneration of directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

APPLICABLE

This Policy is applicable on Directors, Key Managerial Personnel (KMP) and Senior Management and of the Company.

Fundamental principles of the policy

The fundamental Principals of this policy are mentioned below, which are the core factors while determining the remuneration of Director, KMP and senior management:

- Industry Practice and Bench marks;

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- Long-term value creation.
- Reward achievement of results on the basis of prudent practice, responsibility and risk-taking abilities.
- Attract and retain the best professionals.
- Reward the experience and professional track record.
- Ensure equity within the Group and competitiveness outside it.
- Optimum mix of fixed and variable salary;
- Reward in the form of stock options
- Ensure transparency in its remuneration policy

TERMS OF THE POLICY

A. Terms for Executive Directors, KMP and senior management of company

i. Fixed Salary

Managerial Person, KMP and Senior Management are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

ii. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government

iii. Provisions for excess remuneration

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

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B. Terms for Non-Executive/ Independent Directors of company

i. Remuneration / Commission

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force

ii. Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Further, the Sitting fees payable to independent directors shall not be less than the sitting fee payable to other directors.

iii. Limit of Remuneration/Commission

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

iv. Stock Option

An Independent Director shall not be entitled to any stock option of the Company.

Disclosures

Disclosure in respect to the remuneration of the Company's Board of Directors will be disclosed annually in the Corporate Governance Report, part of the Annual Report.

The Policy shall be disclosed in the Board Report of the company.

POLICY REVIEW

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under and requirements of Clause 49 of the Listing Agreement.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulation which makes any of the provisions in this policy inconsistent with the Act or regulations, the

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provisions of the Act or regulation would prevail over the policy, and provisions in the policy would be modified in due course to make it consistent with the law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when changes need to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the Committee. Any change or modification in the policy as recommended by the Committee would be given for approval to the Board.

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ANNEXURE-D

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTOR'S INDEPENDENCE for SEMAYA LIMITED (Formerly: SUNRISE AGRO PRODUCTS LIMITED)

This Policy will be applicable to the Company with the approval of Nomination and Remuneration Committee and Board of Directors. This Policy is in line with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Scope

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as an independent director of the Company.

POSITIVE ATTRIBUTES

The Nominating and Remuneration Committee of the Company works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience.

Characteristics expected of all directors candidate include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board to discharge the duties of Board membership and exercise his responsibilities in a bona-fide manner in the interest of the Company.

The director candidate should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

Qualification & Criteria

The Nomination and Remuneration Committee has not established specific minimum age, education, years of business experience or specific types of skills for evaluating the suitability of individual Board member, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business.

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The proposed appointee shall also fulfill the following requirements:

- 1) Shall possess a Director Identification Number;
- 2) Shall not be disqualified under the Companies Act, 2013;
- 3) Shall give his written consent to act as a Director;
- 4) Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- 5) Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- 6) Shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made; Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

Criteria of Independence

The criteria of independence shall be as laid down in Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors shall abide by the “Code for Independent Directors” as specified in Schedule IV to the Companies Act, 2013.

Appointment

The appointment of an Independent Director shall be approved by the Company in general meeting as provided in sub-section (2) of section 152 of the Act and the explanatory statement annexed to the notice of the general meeting called to consider the said appointment shall indicate the justification for choosing the appointee for appointment as Independent Director.

INDEPENDENCE STANDARDS

The candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relative to a director’s independence.

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Independence Review Procedures

1. Annual Review

The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such Directors as per the Companies Act, 2013 read with rules thereon and the listing agreement.

2. Notice of change of Independent Status

Each director has an affirmative obligation to inform the Board of any change in circumstances that put his or her independence at issue.

Amendment

Any amendment to the above criteria for appointment of directors shall be subject to the prior approval of the Board of Directors.

Disclosure

The Company will disclose the details about this policy in its Board's Report.

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ANNEXURE-E

MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ('the Act') ('to the extent notified') and the guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS is prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and relevant amendment rules issued thereafter. The Company has adopted all the Ind AS Standards w.e.f April 01, 2017, the same being the transition date and adoption was carried out in accordance with Ind AS 101. Accordingly, Financial Statement for the year ended March 31, 2020 have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Previous periods figures (i.e. prepared in accordance with GAAP) have been restated as per Ind AS to make them comparable. The management of **SEMAYA LIMITED (Formerly: SUNRISE AGRO PRODUCTS LIMITED)** accepts responsibility for the integrity and objectivity of these financial statements.

INDUSTRIAL STRUCTURE & DEVELOPMENTS

Changing economic and business conditions, rapid technology, innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their business objectives such as revenue growth, profitability and asset efficiency.

OPPORTUNITIES AND THREAT, OUTLOOK & AREA OF CONCERN

Growth in the Indian economy and demand creates unprecedented opportunities for Company to invest significantly in each of its core businesses.

Outlook for the overall industries is positive. In keeping with the philosophy of continuous consumer centric approach which is the hall mark of any organization, several developmental activities have been planned for the next fiscal year.

RISK MANAGEMENT & CONCERNS

Risk in cost of raw materials, environmental liabilities, tax laws, labour relations, litigation and significant changes in the Global political and economic environment exert tremendous influence on the performance of the Company.

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures.

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HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company believes that the employees are the backbone of the Company. Congenial and safe work atmosphere, appropriate recognition and rewards, constant communication, focus on meeting customer needs and change management through training are the hallmarks for development of human resources of the Company. Every employee is aware of the challenges posed by the current economic environment. Employee morale has remained high even during difficult times. The employees have co-opted fully with the management in implementing changes as required by the market. And it is providing an opportunity to all the employees to utilize their full potential and grow in the Organization. There was no strike or labour unrest during the last financial year.

There are 2 employees in the Company as on 31st March, 2020.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business. These systems are designed to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized recorded and reported.

The internal audit is entrusted to M/s V.P. Gupta & Co., a firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business practices.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements to strengthen the same. The Board of Directors has framed a policy which ensures the orderly and efficient conduct of its business, safeguarding of its assets, to provide greater assurance regarding prevention and detection of frauds and accuracy and completeness of the accounting records of the Company.

Further your Company has adequate internal financial control with reference to its financial statements.

FINANCIAL REVIEW AND ANALYSIS

The financial performance of the Company for the financial year ended March 31, 2020 is given as under: -

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PERFORMANCE	Year ended 31-3-2020 (Amount in Rs.)
Revenue	6,31,05,422.31
Expenditure	6,27,73,249.00
Profit/ (Loss) before tax	3,32,173.31
Provision for Tax	86,365
Prior period Adjustment of Tax	Nil
Profit/(Loss) for the year	2,45,808.31

CAUTIONARY STATEMENT:

Certain Statements in the “Management Discussion and Analysis” describing the Company’s objectives, expectations or predictions may be “forward looking statements” within the meaning of applicable laws or regulations. These Statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied due to various risk & uncertainties. Important factors that could make a difference to the Company’s operations include changes in Govt. regulations, tax regimes, economic developments and other factors such as litigation. The Company does not undertake to update these statements.

For and/or on behalf of **SEMAYA LIMITED**
(Formerly Known as **SUNRISE AGRO PRODUCTS LIMITED**)

Sd/-

Kanwar Pal
Managing Director
DIN: 08460184

Sd/-

Nitesh Kumar
Director
DIN:08307836

Date: 09.11.2020

Place: Delhi

(Formerly: Sunrise Agro Products Limited)

CIN: L01111DL1985PLC021268 || E-mail: semayalimited@gmail.com||

DETAILS OF TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN AS PER PROVISIONS OF SECTION 197(12) OF THE ACT READ WITH RULES 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

[illegible]

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DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1.	Ratio of remuneration of each director to median remuneration of employees	
	Mr. Abhishek Bardia	Nil
	Mrs. Sarla Bardia	Nil
	Mr. Arjun Sah	Nil
	Mrs. Seema Sharma	Nil
	Mr. Nitesh Kumar	Nil
	Mr. Kanwar Pal	Nil
	Mr. Ishwar Singh Sheokend	Nil
2.	Percentage increase in remuneration of each director and KMPs	
	Mr. Abhishek Bardia	Nil
	Mrs. Sarla Bardia	Nil
	Mr. Arjun Sah	Nil
	Mrs. Seema Sharma	Nil
	Mr. Nitesh Kumar	Nil
	Mr. Kanwar Pal	Nil
	Mr. Ishwar Singh Sheokend	Nil
3.	Percentage increase in the median remuneration of employees	Nil
4.	Number of permanent employees	Nil
5.	Average percentile increase in salary of employees, other than managerial personnel, comparison with percentile increase in managerial and justification	Nil
	Managerial Increase	Nil
	Non-Managerial Increase	Nil

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Name of Director/KMP and designation	Remuneration of Director/KMP for financial year 2019-20	Ratio of remuneration of each Director/KMP to median remuneration of employees	% increase in Remuneration of each director CFO, CEO, CS or Manager
Ms. Seema Sharma (Director)	10,000	NA	Nil
Mr. Nitesh Kumar(Director)	10,000	NA	Nil
Mr. Kanwar Pal (MD & CFO)	10,000	NA	Nil
Mr. Ishwar Singh Sheokend (Director)	30,000	NA	Nil
Ms. Rolita Gupta (CS)	30,000	NA	Nil

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

For and/or on behalf of **SEMAYA LIMITED**
(Formerly Known as **SUNRISE AGRO PRODUCTS LIMITED**)

Sd/-

Kanwar Pal
Managing Director
DIN: 08460184

Sd/-

Nitesh Kumar
Director
DIN:08307836

Date: 09.11.2020

Place: Delhi

SEMAYA LIMITED

(Formerly: Sunrise Agro Products Limited)

Flat No. 211, Antriksh Bhawan, 22, K.G. Marg, Connaught Place, New Delhi-110001

CIN: L01111DL1985PLC021268 || E-mail: semayalimited@gmail.com||

Phone No. 011-42487936

ANNEXURE-G

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

To,

The Members

SEMAYA LIMITED

As provided Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March, 2020.

For and on behalf of

SEMAYA LIMITED

(Formerly known as SUNRISE AGRO PRODUCTS LIMITED)

Sd/-

Kanwar Pal

Managing Director

DIN: 08460184

Date: 09.11.2020

GOPAL SHARMA & CO.

CHARTERED ACCOUNTANTS

109, 1ST FLOOR, RAZDAN MANSION, JALORI GATE - JODHPUR-342001(RAJ.)

Mob. 9828408065 Email: bhiawanijangid165@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Semaya Limited.

Report on the Audit of the Standalone Financial Statements

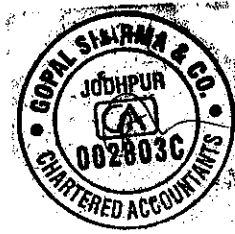
Opinion

We have audited the standalone financial statements of Semaya 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 Standalone 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 standalone 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, 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 Standalone 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 standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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.



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Mob. 9828408065 Email: bhawanijangid165@gmail.com

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and Those Charged with Governance for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the standalone 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.



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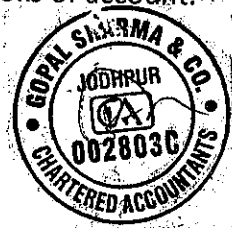
Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements. Also Refer "Annexure A" to this audit report.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 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 purposes 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

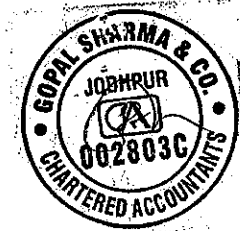


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- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
- (g) 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. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 19 to para 8 the standalone financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.



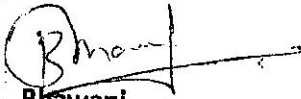
GOPAL SHARMA & CO.

CHARTERED ACCOUNTANTS

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Mob. 9828408065 Email: bhawanijangid165@gmail.com

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Gopal Sharma & Co.
Chartered Accountants



Bhawani

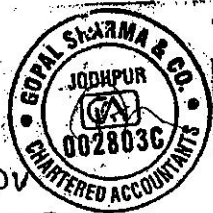
(PARTNER)

M. No. 444187

Place : Jodhpur

Date : 30.07.2020

UDIN: 2044187AAADV



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GOPAL SHARMA & CO.

CHARTERED ACCOUNTANTS

109, 1ST FLOOR, RAZDAN MANSION, JALORI GATE - JODHPUR-342001(RAJ.)

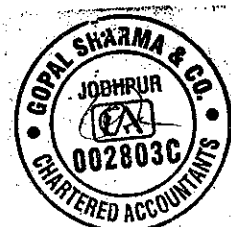
Mob. 9828408065 Email: bhawanijangid165@gmail.com

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Report on the Auditor's responsibilities for the Audit of the standalone Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



GOPAL SHARMA & CO.

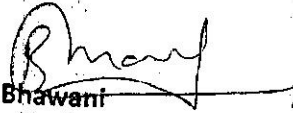
CHARTERED ACCOUNTANTS

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Mob. 9828408065 Email: bhwanijangid165@gmail.com

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 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gopal Sharma & Co.
Chartered Accountants


Bhawani

(PARTNER)

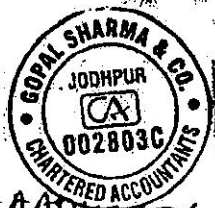
M. No. 444187

Place : Jodhpur

Date : 30.07.2020

UDIN:

2044187 AA ADVT 656



GOPAL SHARMA & CO.

CHARTERED ACCOUNTANTS

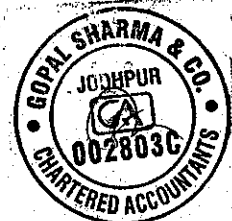
109, 1ST FLOOR, RAZDAN MANSION, JALORI GATE - JODHPUR-342001(RAJ.)

Mob. 9828408065 Email: bshawanijangid165@gmail.com

"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

With reference to the Annexure B referred to in the Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31 March 2020, we report the following :

1. The company does not have any property, plant and equipment. Thus clause (i) of paragraph 3 of the Order is not applicable to the Company.
2. The Company does not have any inventories. Thus clause (ii) of paragraph 3 of the Order is not applicable to the Company.
3. The company has not granted any loan secured or unsecured loan to company/ Firms covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore provisions of clause (III) of paragraph 3 of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees, securities or made any investments in respect of with provisions of section 185 and 186 of the Companies Act 2013 needs to be complied with.
5. The Company has not accepted deposit from the public covered under Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules made there under.
6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for any of the activities of the company.
7. The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with appropriate authorities.
8. According to the information and explanations given to us, the company does not have any borrowings from any financial institution, bank, government or dues to debenture holders.
9. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year, hence clause (ix) of paragraph 3 of the Order regarding default is not applicable to the Company.



GOPAL SHARMA & CO.

CHARTERED ACCOUNTANTS

109, 1ST FLOOR, RAZDAN MANSION, JALORI GATE - JODHPUR-342001(RAJ.)

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10. Based upon the audit procedures performed and information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under audit.
11. According to the information and explanations given to us and based on our examination of the records of the company, the Company has not paid/provided for managerial remuneration. The provisions of section 197 read with Schedule V to the Act are not applicable to the company being a private limited company.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company, hence clause (xii) of paragraph 3 of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provisions of section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. According to the information and explanation given to us and based on our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
16. According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Gopal Sharma & Co.
Chartered Accountants


Bhawani

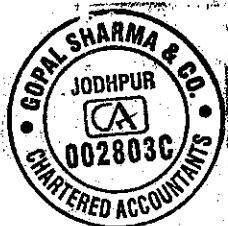
(PARTNER)

M. No. 444187

Place : Jodhpur

Date : 30.07.2020

UDIN:



GOPAL SHARMA & CO.

CHARTERED ACCOUNTANTS

109, 1ST FLOOR, RAZDAN MANSION, JALORI GATE - JODHPUR-342001(RAJ.)

Mob. 9828408065 Email: bhiwanijangid165@gmail.com

"ANNEXURE C" TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal standalone 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 **Semaya Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

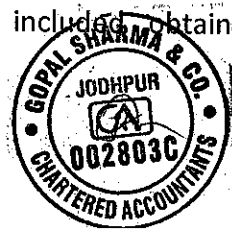
Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India .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 the 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an



GOPAL SHARMA & CO.

CHARTERED ACCOUNTANTS

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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 standalone financial statements, whether due to fraud or error.

We believe that the audit evidence 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.

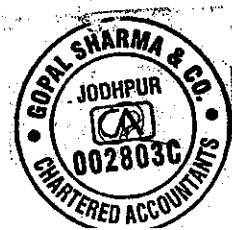
Meaning of Internal Financial Controls over Financial Reporting

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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorities 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of the 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 the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



GOPAL SHARMA & CO.

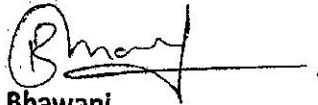
CHARTERED ACCOUNTANTS

109, 1ST FLOOR, RAZDAN MANSION, JALORI GATE - JODHPUR-342001(RAJ.)

Mob. 9828408065 Email: bhawanijangid165@gmail.com

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For Gopal Sharma & Co.
Chartered Accountants



Bhawani

(PARTNER)

M. No. 444187

Place : Jodhpur

Date : 30.07.2020

UDIN: 2044187 AAA DV 7656



SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)


CIN: L01111DL1985PLC021268

Balance Sheet as at 31st March, 2020

		(in Rupees)		(in Rupees)
	Particulars	Note No.	As at 31 March, 2020	As at 31 March, 2019
	ASSETS		Amount	Amount
1	Non-Current Assets			
a)	Financial Assets			
i)	Investments			
ii)	Loans and Advances	2	7,981,940.00	11,666,583.00
			7,981,940.00	11,666,583.00
2	Current Assets			
a)	Financial Assets			
i)	Trade Receivables	3	69,759,517.13	305,976.30
ii)	Investment			
iii)	Cash and Cash Equivalents	4	488,002.32	809,702.26
b)	Inventories		96,531,010.00	92,881,010.00
c)	Other Current Assets	5	1,848,247.00	265,178.00
			168,626,776.45	94,261,866.56
	TOTAL ASSETS		176,608,716.45	105,928,449.56
	EQUITY AND LIABILITIES			
1	Equity			
a)	Share Capital	6	54,505,000.00	54,505,000.00
b)	Other Equity (Reserves and Surplus)	7	51,621,021.87	51,375,213.56
			106,126,021.87	105,880,213.56
2	Liabilities			
	Non-Current Liabilities			
	Current Liabilities			
a)	Financial Liabilities			
i)	Trade Payables	8	67,109,496.38	
ii)	Short Term Provisions	9	86,365.00	5,283.00
iii)	Other Current Liabilities	10	3,286,833.20	42,953.00
			70,482,694.58	48,236.00
	TOTAL LIABILITIES		176,608,716.45	105,928,449.56
	Significant Accounting Policies	1		
	Accompanying notes from 1 to 15 are an integral part of the Financial Statements			

As per our report of even date attached

For Gopal Sharma & Co.
Chartered Accountants
FRN : 002803C


CA BHAWANI
Partner
M.No. 444187

Place : Jodhpur
Date : 30.07.2020



For and on behalf of the Board of Directors

For Semaya Limited

(Formerly known as Sunrise Agro Products Limited)

Managing Director

KANWAR PAL

Managing Director

DIN : 08460184

NITESH KUMAR

Director

DIN : 08307836

CS ROLITA GUPTA

Compliance Officer

M.NO. 24588

For Semaya Limited

(Formerly known as Sunrise Agro Products Limited)

Director

SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)
CIN: L01111DL1985PLC021268

Statement of Profit and Loss for the period ended 31 March, 2020

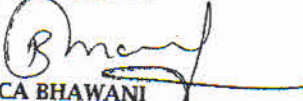
Particulars	Note No.	(in Rupees) For the year ended 31 March, 2020	(in Rupees) For the year ended 31 March, 2019
		Amount	Amount
Income			
Revenue from Operation	11	1,755,973.01	9,400,240.00
Other Income	12	61,349,449.30	768,684.56
Total Revenue		63,105,422.31	10,168,924.56
Expenses			
Purchase	13	5,395,221.27	600,000.00
Change in Inventory	14	-3,650,000.00	8,800,240.00
Employee Benefit Expense			
Other Expenses	15	61,028,027.73	748,366.00
Total Expenses		62,773,249.00	10,148,606.00
Profit/ Loss Before Tax		332,173.31	20,318.56
Tax Expense			
Current Tax Expense for Current Year		86365.00	5,283.00
Short & Excess Provision for Income Tax of Last Year		0.00	-
Profit/ Loss From Operations		245,808.31	15,035.56
Other Comprehensive Income			
Earnings Per Share (of Rs. 10/- each):			
Basic (Rs.)		0.99	0.06
Diluted (Rs.)		0.99	0.06
Significant Accounting Policies	1		
Accompanying notes from 1 to 16 are an integral part of the Financial Statements			

As per our report of even date attached

For **Gopal Sharma & Co.**

Chartered Accountants

FRN : 002803C


CA BHAWANI
Partner

M.No. 444187

Place : Jodhpur

Date : 30.07.2020

For and on behalf of the Board of Directors

For Semaya Limited

(Formerly known as Sunrise Agro Products Limited)


KANWAR PAL
Managing Director

DIN : 08460184

NITESH KUMAR
Director

DIN: 08307836

CS ROLITA GUPTA
Compliance Officer
M.NO. 24588

For Semaya Limited

(Formerly known as Sunrise Agro Products Limited)



SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)
CASH FLOW STATEMENT FOR THE F.Y. 2019-20

	(In Rupees)	(In Rupees)
Particulars	2019-20 (Rs.)	2018-19 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) after tax and extraordinary items		
Adjustment for:	245,808.31	15035.56
Provision for Tax		
Provision for Diminution in the value of Investment	86,365.00	5283.00
Operating Profit Before Working Capital Changes		0.00
Adjustment for increase/(decrease) in operating liabilities/assets:	332,173.31	20318.56
Trade & Others Payable		
Inventories	70,434,458.58	-9778.30
Trade receivables	-3,650,000.00	8800240.00
Other Current Assets	-69,453,540.83	2557340.00
Cash generated from operations	-1,583,069.00	109597.00
Net income tax paid	-3,919,977.94	11477717.26
Net Cash from Operating Activities	-86,365.00	-5283.00
B. CASH FLOW FROM INVESTING ACTIVITIES	-4,006,342.94	11472434.26
Purchase of Investment		
Decrease in Long term Provision		0.00
Sale of Investment		0.00
Increase in Long term Loans & Advances		0.00
Net Cash used in investing activities	3,684,643.00	-10916583.00
Proceeds From Share Premium	3,684,643.00	-10916583.00
Proceeds From issue of Preference shares		0.00
Net Cash used in financing activities		0.00
Net Increase in Cash and Cash Equivalents		0.00
Cash and Cash Equivalents at beginning of the year	-321,699.94	555851.26
Cash and Cash Equivalents at end of the year	809,702.26	253851.00
As per our report of even date attached	488,002.32	809702.26

For Gopal Sharma & Co.
Chartered Accountants
FRN : 002803C

For and on behalf of the Board of Directors

For Semaya Limited

(Formerly known as Sunrise Agro Products Limited)

CA BHAWANI
Partner
M.No. 444187

Place : Jodhpur
Date : 30.07.2020

Manoj KADWARPAL
Managing Director
DIN : 08460184

NITESH KUMAR
Director
DIN: 08307836

CS ROLITA GUPTA
Compliance Officer
M.NO. 24588

For Semaya Limited

(Formerly known as Sunrise Agro Products Limited)

Director



SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDING AS ON 31.03.2020

1 Share Capital					
	Particulars	As At 31st March 2020		As At 31st March 2019	
		Number	Rs. (In Rupees)	Number	Rs. (In Rupees)
a)	Equity shares				
	Outstanding at the beginning of the period	248,000	2,480,000.00	248,000	2,480,000.00
	Issued during the period				
	Outstanding at the end of the period	248,000	2,480,000.00	248,000	2,480,000.00
b)	Preference Shares				
	Outstanding at the beginning of the period	5,202,500	52,025,000.00	5,202,500	52,025,000.00
	Issued during the period				
	Outstanding at the end of the period	5,202,500	52,025,000.00	5,202,500	52,025,000.00

2 Other Equity			
	Particulars	As At 31st March 2020	As At 31st March 2019
		Rs. (In Hundred)	Rs. (In Hundred)
	Retained Earnings	51,621,022	51,375,214
	Other Comprehensive Income		
	TOTAL	51,621,022	51,375,214

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

[Signature]
Managing Director



For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

[Signature]
Director

SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)
Notes forming part of the Financial Statements

Note	Particulars
1	Significant Accounting Policies
A)	<p>Basis of Preparation of financial statements : These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.</p> <p>Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.</p>
B)	<p>Use of Estimates : The preparation of Financial Statements in conformity with the Accounting Standards generally accepted in India requires, the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.</p>
C)	<p>Property, Plant & Equipment and Depreciation / Amortization :</p> <ol style="list-style-type: none"> Property, Plant & Equipments are capitalized at its purchase price and all incidental expenses incurred to bring it to the position of its use. Cost of acquisition is inclusive of taxes, freight, installation and allocated incidental expenditure during construction/acquisition. Depreciation on property, plant & equipments is provided on a pro rata basis on the written down value method over the useful life of the assets in the manner prescribed in schedule II of the Companies Act 2013.
D)	<p>Impairment of Assets : The management periodically assesses using internal sources whether there is any indication that an asset may be impaired. If an asset is impaired, the Company recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount.</p>
E)	<p>Investments :</p> <ol style="list-style-type: none"> Long term and strategic investments are stated at cost. Current investments, if any, are stated at lower of cost and fair value determined on individual investment basis.
F)	<p>Inventories :</p> <ol style="list-style-type: none"> Cost of inventories have been computed to include all costs of purchases and other costs incurred in bringing the inventories to their present location and condition. Stocks of finished goods, raw material and Consumables are valued at cost or net realizable value whichever is lower.

For Semaya Limited
 (Formerly known as Sunrise Agro Products Limited)

Managing Director



For Semaya Limited
 (Formerly known as Sunrise Agro Products)

Director

G) Revenue Recognition :

- i) Revenue is recognised in accordance with the guidelines issued by the Institute of Chartered Accountants of India. Accordingly wherever there are uncertainties in the ascertainment/ realization the same is not accounted for.
- ii) All Income except Dividend and Expenses items having a material bearing on the financial statement are recognized on accrual basis.

H) Borrowing Costs:

Borrowing costs which are directly attributable to the acquisition, construction or production of a qualifying assets are capitalized as part of the cost of assets, other borrowing costs are recognized as an expense in the period in which they are incurred.

I) Employee Benefits :

Employee benefits (Salary, bonus, ex-gratia etc) to be paid in exchange for employee service is recognised as an expense as the related service is rendered by the employee. The company's contributions to Employee Provident Fund and Employee state Insurance (ESI) fund is recognised as expense on accrual basis.

J) Taxes on Income :

- i) Tax expenses comprise of current and deferred tax.
- ii) Current tax is measured at the amount expected to be paid on the basis of relief's and deductions available in accordance with the provisions of the Income Tax Act, 1961.
- iii) Deferred tax resulting from " timing difference" between book and taxable benefit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset/liability is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized.

K) Provisions, Contingent Liabilities and Contingent Assets :

Provision is recognised when the company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision / disclosure is made. Contingent assets are not recognised in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Managing Director



For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Director

L Classification of Assets and Liabilities into Current/Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classifications of assets and liabilities.

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Managing Director



For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)


Director

SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)
Notes forming part of the Financial Statements

Note 2 Long Term Loans and Advances

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Other loans and advances		
Unsecured, considered goods		
Advance to others	7,981,940.00	11,666,583.00
Total	7,981,940.00	11,666,583.00

Note 3 Trade Receivables

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Unsecured, considered goods		
Debts Outstanding for a period exceeding six months	15,747.55	
Other Debts	69,743,769.58	305,976.30
Total	69,759,517.13	305,976.30

Note 4 Cash and Cash Equivalents

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Cash on Hand	295,195.00	697,091.00
Balance with Bank		
In Current Account	192,807.32	112,611.26
Total	488,002.32	809,702.26

Note 5 Other current Assets

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Deferred Revenue expenses	110,050.00	220,100.00
TDS 2017-18	20,209.00	20,209.00
TDS 2018-19	19,586.00	24,869.00
TDS 2019-20	1,698,402.00	-
Total	1,848,247.00	265,178.00

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Managing Director



For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Director

SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)
Notes forming part of the Financial Statements

Note 6 Share Capital

Particulars	As at 31 March, 2020		As at 31 March, 2019	
	Number of Shares	Amount	Number of Shares	Amount
(a) Authorised				
Equity share capital of Rs. 10 each	250,000	2,500,000.00	250,000	2,500,000.00
Preference share capital of Rs. 10 each	5,350,000	53,500,000.00	5,350,000	53,500,000.00
	5,600,000	56,000,000.00	5,600,000	56,000,000.00
(b) Issued				
Equity shares of Rs. 10 each	248,000	2,480,000.00	248,000	2,480,000.00
0.5% Non convertible Non cumulative Preference shares of Rs 10 each	5,202,500	52,025,000.00	5,202,500	52,025,000.00
	5,450,500	54,505,000.00	5,450,500	54,505,000.00
(c) Subscribed and fully paid up				
Equity shares of Rs. 10 each	248,000	2,480,000.00	248,000	2,480,000.00
0.5% Non convertible Non cumulative Preference shares of Rs 10 each	5,202,500	52,025,000.00	5,202,500	52,025,000.00
	5,450,500	54,505,000.00	5,450,500	54,505,000.00
Calls Unpaid				
Calls Unpaid - Others				
Value of Shares paid Up	5450500.00	54505000.00	5450500.00	54505000.00

(d) Reconciliation of the Number of Shares and Amount Outstanding at the Beginning and at the End of the Reporting Period

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity Shares				
Year ended 31 March, 2020				
- Number of shares	248,000	-	-	248,000
- Amount	2,480,000.00	-	-	2,480,000.00
Year ended 31 March, 2019				
- Number of shares	248,000	-	-	248,000
- Amount	2,480,000.00	-	-	2,480,000.00
Preference Shares				
Year ended 31 March, 2020				
- Number of shares	5,202,500	-	-	5,202,500
- Amount	52,025,000.00	-	-	52,025,000.00
Year ended 31 March, 2019				
- Number of shares	5,202,500	-	-	5,202,500
- Amount	52,025,000.00	-	-	52,025,000.00

(e) Terms/rights attached to Equity Shares

The company has only one class of equity share having a par value of Rs.10 per share. Each holder of share is entitled to one vote per share and all the equity shareholders has the right to attend every general meeting of the company. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the paid up value of number of equity shares held by the shareholders.

(f) Details of shareholders holding more than 5% shares in the company as on 31 March 2020

Equity Shares	No. of Shares	Paid Up Value	% Holding of paid up share capital
Preference Shares	No. of Shares	Paid Up Value	% Holding of paid up share capital
Dwinger Agents Private Limited	1,375,000.00	10.00	26.43
Efficient Industrial Finance Limited	475,000.00	10.00	9.13
Jasnath Infrastructure Private Limited	782,500.00	10.00	15.04
Sukh Shanti Minerals Private Limited	1,095,000.00	10.00	21.05
Verbena Developers Private Limited	1,475,000.00	10.00	28.33
Total	5,202,500.00		100.00

Managing Director

Director



SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)

Notes forming part of the Financial Statements

Note 7 Reserves and Surplus

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Securities Premium Reserve	-	-
Provision in Diminution in value of investment	-	-
Deficit in Statement of Profit and Loss		
Opening Balance	51,375,213.56	51,360,178.00
Less: Profit/ Loss for the year	245,808.31	15,035.56
Closing Balance	51,621,021.87	51,375,213.56

Note 8 Trade Payables

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Total outstanding dues of micro enterprises and small enterprises		-
Total outstanding dues of creditors other than micro enterprises and small enterprises	67,109,496.38	-
Total	67,109,496.38	-

Note 9 Short Term Provisions



Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Provision for Tax	86,365.00	5,283.00
Total	86,365.00	5,283.00

Note 10 Other Current Liabilities

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Other Payables		
TDS Payable	1,553,695.88	1,650.00
GST Payable	962,134.32	-
Star Infracon India Pvt Ltd	430,000.00	-
Expenses Payable	341,003.00	41,303.00
Total	3,286,833.20	42,953.00

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Managing Director


For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Director

SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)
Notes forming part of the Financial Statements

Note 11 Revenue From Operation

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Sales	1,755,973.01	9,400,240.00
Total	1,755,973.01	9,400,240.00

Note 12 Other Income

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Advertisement Income	10,000,000.00	-
Commission Received	-	237,000.00
Installation & commission	32,540,000.00	-
Interest Received	747,156.00	530,908.00
Manpower Income	922,000.00	-
Professional Income	887,931.00	-
Software Development Income	13,500,000.00	-
Training Income	2,650,000.00	-
N. Sett	102,362.30	-
Daily Future MTM	-	776.56
Total	61,349,449.30	768,684.56

Note 13 Purchase

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Purchase	5,395,221.27	600,000.00
Total	5,395,221.27	600,000.00

Note 14 Change in Inventory

Particulars	As at 31 March, 2020.	As at 31 March, 2019
	Amount	Amount
Opening Stock	92,881,010.00	101,681,250.00
Less: Closing Stock	96,531,010.00	92,881,010.00
Total	-3,650,000.00	8,800,240.00

Note 15 Other Expenses

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Amount	Amount
Payment to Auditors	20,000.00	23,600.00
Accounting Charges	28,000.00	-
Advertisement Expense	7,880,841.00	25,337.00
Bank Charges	4,275.17	32,359.00
Business Promotion Exp.	62,840.00	-
Charges	109.46	3,191.00
Conveyance Exp.	4,797.00	-
Deferred Exp w/off	110,050.00	110,050.00
Directors Remuneration	60,000.00	-
Donation	51,000.00	-
Fee & Subscription	220,872.00	50,212.00
Filling Fee	5,000.00	3,000.00
Listing Fee	-	64,900.00
Manpower Exp.	31,477,239.00	-
Miscellaneous Expenses	20,410.00	-
Office Rent	371,000.00	60,000.00
Other Expense	29,350.00	169,654.00

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Managing Director



Postage and Stamp	10,595.00	9,712.00
Printing & Stationery Exp.	29,758.00	-
Professional Exp.	2,095,000.00	-
Professional Fees	26,262.00	14,160.00
Salary	240,000.00	180,000.00
Software Development Exp.	16,565,000.00	-
Staff Welfare Exp.	20,932.00	-
STT Charges	29,440.22	191.00
Training Charges Exp.	725,000.00	-
Website Expense	2,150.00	2,000.00
Daily Future MTM	536,524.69	-
Delay Charges	450.99	-
DIFF	326,056.46	-
Margin Shortage	12,708.25	-
Premium	62,366.49	-
Total	61,028,027.73	748,366.00

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

[Signature]
Managing Director



For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

[Signature]
Director

SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)**Year Ended 31.03.2020****List of Loans & Advances**

Name	Amount
Ajay Bondwal	828997.00
Cennet Biopharma Pvt Ltd	2162000.00
OM Vaishnav Technocrates	3861007.00
Rohit	200000.00
R S Jewellers	325000.00
Tarun Sharma	604936.00
Total	7981940.00

List of Sundry Debtors

Name	Amount
OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS	
MCX	1650.00
Narayan Commodity Broking Pvt Ltd	14097.55
	15747.55
OTHER DEBTS	
MCX	3850.00
Cloudware Technologies Pvt Ltd	2900000.00
Innovative Medicare Technologies Pvt Ltd	8380000.00
KSPN Fincorn Pvt Ltd	2099519.58
Medlec Helathcare Solutions	6640000.00
Mobile Communications Pvt Ltd	34846400.00
Sarv Bio Lab Pvt Ltd	3074000.00
Saurav Bevarage Pvt Ltd	11800000.00
	69743769.58
Total	69759517.13

List of Trade Payables

Name	Amount
ABV Developers Pvt Ltd	35498597.04
Emrick Traders India Pvt Ltd	607500.00
Hemani Trading Company Pvt Ltd	652500.00
Malvin IT System India Pvt Ltd	18432399.34
M K Goneka Contructions Pvt Ltd	360000.00
M K Goneka Developers Pvt Ltd	787500.00
Navdisha International Marketing Pvt Ltd	877500.00
Sanbudhi Industries Infratech Pvt Ltd	787500.00
Starvision Media Pvt Ltd	9106000.00
Total	67109496.38

List of Expenses Payables

Name	Amount
Audit Fees Payable	20000.00
Office Rent Payable	25000.00
Salary Payable	15000.00
DBS Publicity Pvt Ltd	5603.00
Prabha Bansal	91800.00
Sushma Bansal	91800.00
Sarita Agarwal	91800.00
Total	341003.00

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Managing Director



Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Director

Notes to financial statements for the year ended 31st March, 2020

1. SIGNIFICANT ACCOUNTING POLICIES

Accounting Convention

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

Property, Plant & Equipment

Property, Plant & Equipments are capitalized at its purchase price and all incidental expenses incurred to bring it to the position of its use. Cost of acquisition is inclusive of taxes, freight, installation and allocated incidental expenditure during construction/acquisition. Expenses capitalized include borrowing costs attributable to qualifying assets, if any

Depreciation & Amortization

Depreciation on property, plant & equipments is provided on a pro rata basis on the written down value method over the useful life of the assets in the manner prescribed in schedule II of the Companies Act 2013.

Intangible Assets

There are no Intangible assets to be amortized over the useful life in accordance with the Accounting Standard AS -26 issued by ICAI.

Inventories

Stocks of finished goods, raw material and Consumables are valued at cost or net realizable value whichever is lower.

Recognition of Revenue

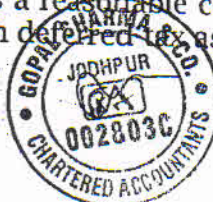
The company recognizes revenue on the sale of products, net of discounts, and revenues are recognized when collectability of the resulting receivables is reasonably assured.

Tax on Income

Current Income Tax amount is the tax payable on the taxable income for the year determined in accordance with provisions of Income Tax Act. Deferred Tax is recognized on timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future income will be available against which such deferred tax assets can be realized.

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Managing Director



For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Dir

Impairment of Assets

The management periodically assesses using internal sources whether there is any indication that an asset may be impaired. If an asset is impaired, the Company recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount.

Claims

Claims are accounted for as Income or charged to expense as and when settled with the parties during the year.

Preliminary Expenses

All Preliminary Expenses incurred on Incorporation of the Company have been fully amortized as per Accounting Standard-26.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, cash in hand and short-term investments with an original maturity of three months or less.

Borrowing cost

Borrowing cost other than those directly attributable to the acquisition of qualifying assets is recognized as an expense in the period in which they are incurred.

Contingent liabilities & provisions

Provisions

A Provisions is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the outflow to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past event whose Existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future event beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liabilities also arises in extremely rare cases where there is a liabilities that cannot be recognized because it can not be measured reliably. Contingent liabilities, if any, are disclosed by way of notes to the accounts after careful evaluation of facts and legal aspects of the matter involved and are not recognized as an item of expense in the profit and loss account. Contingent gains are not recognized.

2. Corporation Information

M/S SEMAYA LIMITED (FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED) (The Company) is a Public Limited Company incorporated under the provisions of Companies Act, 1956.

3. Cess

The Company had not made any provision for Cess payable u/s 441A of the Companies Act, 1956. The said provision shall be made as and when the requisite notification is issued by the Central Government in this regard.

(Formerly known as Sunrise Agro Products Limited)

Managing Director



For Semaya Limited

(Formerly known as Sunrise Agro Products Limited)

Director

4. **Segment reporting**

The Company's primary operation is and is operating in a single segment, and, therefore, the disclosure requirements of Accounting Standard (AS-17) "Segment Reporting" are not applicable.

5. **Related party disclosure**

(A) **Disclosure in respect of Related Parties pursuant to AS 18:**

(a) List of Related Party where control exists:-

(I) Subsidiary Company

(II) Enterprises in which the relatives of key Management personal are able to exercise Significant influence

(b) Other related parties:

(III) Key Management Personal

(IV) Relatives of key Management Personal

(B) **During the year the following transactions were carried out with the aforesaid related parties:**

-----NIL-----	
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6. **Earnings per share - basic & diluted**

Particular	Year Ended March 31, 2020	Year Ended March 31, 2019
Net Profit/(Loss) after Tax (in Rupees)	245808.31	15035.56
Weighted Average number of Equity Shares Outstanding during the period at the Beginning & End of the year (in Nos.)	248000	248000
Face Value	10	10
Earning per Equity Share (Basic and Diluted)	0.99	0.06

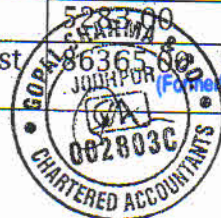
7. **Provisions**

Provisions are recognized for Income Tax. The Provisions are recognized on the basis of past events and the probable settlement of the present obligations as a result of the past events in accordance with AS-29 issued by the ICAI. The movements in provisions are as under:

Particular	Year Ended March 31, 2020	Year Ended March 31, 2019
a) Opening Balance:	5283.00	24416.00
b) New Provisions (including short provisions of last year)	86365.86	5283.00

(Formerly known as Sunrise Agro Products Limited)

Managing Director



For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

Director

c)Provision Utilized	-	-
d)Reversals	5283.00	24416.00
e)Closing Balance	86365.00	5283.00

8. Break-up of payments made to statutory auditors is disclosed as under:-

	31.03.2020 AMOUNT(RUPEES)	31.03.2019 AMOUNT(RUPEES)
Audit Fees	20,000.00	23,600.00
Total	20,000.00	23,600.00

9. Contingent Liabilities and Commitments:


There are no contingent liabilities and other commitments to be disclosed in notes to accounts as per Accounting standard-29

10. In the opinion of the Board, any of the Assets other than non-current investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and provision for all known liabilities have been made.
11. There are no employees who are in receipt of remuneration of Rs 6000000 /- or more in the year or Rs.500000 /- or more per month, if employed, for parts of the year.
12. Certain confirmation of the Balances from Sundry Debtors, Loans & advances, Deposits and Sundry Creditors, including advances received from customers are awaited and the account reconciliation of some parties, Where confirmation has been received, are in progress. Adjustment for differences, if any, arising out of such confirmation /reconciliation would be made in accounts on receipt of final agreed balance/Balance.

Note Nos. 1 to 12 are integral part of the Balance Sheet and the Statement of Profit and Loss As per our Report attached to the financial statement of even date

FOR GOPAL SHARMA & CO.
CHARTERED ACCOUNTANTS

For and on behalf of the Board of
M/S SEMAYA LIMITED
(FORMERLY KNOWN AS SUNRISE AGRO PRODUCTS LIMITED)


(CA BHAWANI)
Partner
Membership No.: 444187
Firm No. 002803C

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)

KANWAR PAL **NITESH KUMAR** **CS ROLITA GUPTA**
(Managing Director) (Director) (Compliance Officer)
DIN - 08460184 DIN - 08307836 M.NO. 24588

Place: Jodhpur
Date: 30-07-2020

For Semaya Limited
(Formerly known as Sunrise Agro Products Limited)


Director

