



**GIST OF PROCEEDINGS OF 36<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON TUESDAY, 29<sup>TH</sup> SEPTEMBER, 2015 AT 10.00 A.M. AT GAYATRI GARDENS, SURVEY NO. 26, SIKH VILLAGE, NEAR DIAMOND POINT HOTEL, SECUNDERABAD – 500003**

The 36<sup>th</sup> Annual General Meeting of the members of Suryavanshi Spinning Mills Limited was held on Tuesday, 29th September, 2015 at 10.00 A.M. at Gayatri Gardens, Survey No. 26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500003.

Sri B. Somasekhara Rao, CFO & Company Secretary welcomed the members to the meeting and invited the Chairman and Directors to the dais.

Sri B.N.Agarwal, Chairman occupied the Chair and introduced Directors on the Dias. Total Sixty (60) members were present at the meeting. Since the requisite quorum was present, the Chairman directed commencement of the Meeting.

With the permission of members, the notice, Annual Report and Accounts of the Company were taken as read. On the Chairman's directions, the Company Secretary read the Auditor's Report.

The Chairman in his speech highlighted the operations of the Company during the FY 2014-15 and also shared the future outlook of the Company.

The Chairman informed the members that pursuant to Section 108 of Companies Act, 2013 read with Rules made there under and listing agreement, the Company provided the facility of remote e-voting to the shareholders to cast their vote electronically on the resolutions as set out in the Notice. Further, the Company also provided physical ballot forms to the shareholders who did not have access to e-voting facility, to send their assent or dissent in writing.

The Chairman further informed that pursuant to Section 109 of the Companies Act, 2013 read with Rules made there under, the business at the AGM shall be conducted only through voting by poll and not by show of hands. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) as the agency for providing e-voting facility and has appointed Smt Rashida Adenwala, Practising Company Secretary as Scrutinizer for Electronic Voting, Physical ballot forms and the voting by poll at the AGM.

The Chairman briefed each resolution to be passed at AGM. He then invited the members to seek information or clarification on the items of business at AGM to which the Management replied satisfactorily.

Thereafter, the Chairman ordered for poll at the meeting and requested Smt Rashida Adenwala, Scrutinizer for orderly conduct of voting. The Chairman informed the members that the combined results of e-voting, physical ballot forms and voting by poll at AGM would be placed on the website of the Company and Karvy within 3 days of the conclusion of the meeting.





The resolutions passed by the members with requisite majority related to the following:

**Ordinary Business:**

1. Adoption of Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of the Directors and Auditors thereon. (Ordinary resolution)
2. Appointment of Sri Badrinarayan Agarwal (DIN: 00042123), Director who retires by rotation and, being eligible was reappointed. (Ordinary resolution)
3. Appointment of Auditors M/s Brahmayya & Co. (FRN: 000513S) to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board. (Ordinary resolution)

**Special Business:**

4. Appointment of Smt Sushma Gupta (DIN: 07147330) as Independent Director for a period of 5 years w.e.f. 29.09.2015 not liable to retire by rotation. (Ordinary resolution)
5. Maintenance of register of members and related books at a place other than the registered office of the Company i.e., at Karvy Computershare Private Limited's office at Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana. (Special resolution)
6. Approval for creation of mortgage and charge over Company's movable and immovable properties in favor of Banks and Institutions. (Special resolution)
7. Ratification of the remuneration of M/s Aruna Prasad & Co., Cost Auditor for FY 2015-16. (Ordinary resolution)

The consolidated scrutinizer's report was uploaded on the website of the company and Karvy. Further, the results in the prescribed format were notified to the BSE under clause 35A of the listing agreement.

**For Suryavanshi Spinning Mills Limited**

*A. K. - 17*  
**Rajender Kumar Agarwal**  
Managing Director