



SURYAAMBA SPINNING MILLS LIMITED

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Mail: mail@suryaamba.com, Website: www.suryaamba.com

September 10, 2023

Department of Corporate Services-CRD
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Scrip Code: 533101

Sub: Proceedings of 16th Annual General Meeting of Suryaamba Spinning Mills Limited (“the Company”) held on September 09, 2023 pursuant to Clause 13 of Para A of Para A of Schedule III of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015, (“Listing Regulations”) we submit herewith the summary of proceedings of the 16th AGM of the Company held on **September 09, 2023 at 12:30 p.m.** through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’).

Request you to take note of the above information on records.

Thanking you,

Yours faithfully,

For Suryaamba Spinning Mills Limited

KRITI LADHA
Digitally signed by KRITI
LADHA
Date: 2023.09.10 13:20:26
+05'30'

Kriti Ladha
Company Secretary & Compliance Officer
Membership No.: ACS 61729
Encl: As above

**SUMMARY OF PROCEEDINGS OF 16TH ANNUAL GENERAL MEETING OF THE
SURYAAMBA SPINNING MILLS LTD.**

The 16th Annual General Meeting (“AGM”) of Suryaamba Spinning Mills Limited (“the Company”) was held on September 09, 2023 at 12:30 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013, General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14,2021, May 5, 2022 and December 28, 2022, respectively issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(“SEBI Circulars”)

DETAILS OF THE PROCEEDINGS OF THE MEETING		
S. No.	Particulars	Details
1.	Date of the AGM	Saturday, September 09, 2023
2.	Total number of shareholders as on record date	As of Cut-off date i.e. September 01, 2023 2861
3.	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
4.	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	7 44

The following directors were present and participated through VC/OAVM: -

S. No.	Name of Directors	Designation
1.	Shri Virender Kumar Agarwal	Managing Director
2.	Smt. Seema Agarwal	Joint Managing Director
3.	Shri Mayank Agarwal	Wholetime Director
4.	Shri Nilesh Panpaliya	Independent Director
5.	Shri Amit Goela	Independent Director
6.	Shri Sushil Kapadia	Independent Director

All the members being present, there was no requirement to grant leave of absence.

In attendance: -

Smt. Kriti Ladha – Company Secretary & Compliance Officer of the Company.

The following persons were also connected through the link provided to them:

1.	Shri Pujit Agarwal	Vice President Marketing
2.	Shri Gajanan N. Chhawsaria	Chief Financial Officer
3.	Shri Manish Jain & Shri Arpit Agarwal	Partners - Manish N. Jain & Co. Chartered Accountants - Statutory Auditor
4.	Smt. Aarju Agrawal	M/s Aarju Agrawal & Associates, Practicing Company Secretary, Secretarial Auditor of the Company and Scrutinizer for this meeting
5.	Smt. Neeraja Kartik	Proposed candidate of the Independent Directorship

Smt. Kriti Ladha, Company Secretary & Compliance Officer of the Company welcomed to all the Directors, invitees and the shareholders of the Company. She introduced the members of the Board and the other officials present at the meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Shri Mayank Agarwal took the chair, as the requisite quorum was present, the Chairman welcomed the members and called the meeting to order. The Chairman further informed the Members that the meeting is being held through video conferencing in accordance with the circulars and guidelines issued by MCA and SEBI.

Shri Mayank Agarwal addressed the Members and spoke about the working of the Company and general economic conditions and future outlook of the Company and briefed the financial performance during the fiscal year 2022-23. Then he invited Shri Pujit Agarwal, Vice President Marketing for presenting his presentation relating to financial performance of the Company. Shri Pujit Agarwal presented the financial highlights of the Company and spoke about Suryaamba's financial growth during the fiscal year 2022-23 and business strategy.

The Chairman also informed and placed on record that all the efforts feasible under the current circumstances have been made by the Company to enable the members to participate and vote on the items being considered in this meeting.

The Chairman declared that the notice of the 16th AGM, copies of audited financial statements for the year ended March 31, 2023, Board's and Auditor's report had been sent through electronic mode to those members whose e-mail addresses had been registered with the Company or Depositories. Accordingly, the notice of the AGM was taken as read.

The Chairman then requested Smt. Kriti Ladha, Company Secretary, to read the Auditors' Report and brief the members the regulatory norms and voting process to be followed at the meeting.

As there were no qualifications or adverse remarks in the Auditor's Report, with the permission of the members, Report of the Statutory Auditor and Secretarial Auditor, Annual Report of the Company for the financial year ended March 31, 2023, were taken as read.

Since there was no physical attendance of members and in compliance with the Circulars issued by the MCA and SEBI, members were informed that the requirement of appointing proxies was not applicable.

It was also informed that the original documents including the Register of Director's shareholding, Register of contracts, copies of audited financial statements, etc., were available for inspection upon receipt of request by members.

The Chairman then invited the shareholders to speak or ask questions. After the shareholders spoken and asked questions, those questions were then replied by the Chairman. Clarifications were provided to the queries raised by the Members.

The Chairman announced that as per the provisions of the Companies Act, 2013 and rules frames thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- ❖ the Company had provided remote e-voting facility to the Members entitled to cast their vote online on all the Resolutions as set out in the Notice of AGM and that the remote e-voting was open during the period from **September 06, 2023 (9.00 A.M.) to September 08, 2023 (5.00 P.M.)**.
- ❖ to give similar rights to Members attending at the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, the Company has also provided the facility to cast their vote through e-voting system during the AGM.

The following business, as per Notice of AGM dated August 18, 2023, were transacted at the meeting:

S. No	Ordinary/Special	Resolutions in Short form
1	Ordinary	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Directors and Auditors thereon.
2	Ordinary	To declare Final Dividend on equity shares for the financial year ended March 31, 2023
3	Ordinary	To appoint a Director in place of Shri Mayank Agarwal (DIN: 02749089), who retire by rotation and being eligible, offers himself for re-appointment.
4	Ordinary	Ratification of remuneration to the Cost Auditors
5	Special	Appointment of Smt. Neeraja Kartik(DIN: 08945443) as an Independent Director of the Company
6	Special	Reclassification of Authorized Share Capital & consequent Alteration of Memorandum of Association

The Company Secretary informed that **Smt. Aarju Agrawal, representing M/s. Aarju Agrawal & Associates, Company Secretaries**, was appointed by the Board of Directors of the Company, to scrutinize the remote e-voting and voting at the AGM.

The members were informed that the combined (remote e-voting and e-voting during the Annual General Meeting) Voting Results on the above businesses shall be declared within 2 working days from the closure of the AGM and would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the websites of the Company and NSDL.

The Chairman then thanked the members for their continued support and for attending and participating in the AGM.

As authorized by the Chairman, Company Secretary then announced the meeting as closed with a vote of thanks to the Members for their continued support and for attending and participating in the Meeting. She also thanked the Directors and members for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the members to cast their vote.

The AGM concluded at 01:05 p.m. (excluding 15 minutes of e-voting).

Post the conclusion of the remote e-voting, the Scrutinizers' report was received.

As per the report submitted by the Scrutinizer considering the results of remote e-voting and voting at the AGM, all the resolutions as contained in the Notice of the AGM dated August 18, 2023 were passed with requisite majority.

The consolidated results of remote e-voting and e-voting at the AGM together with the Scrutinizer's Report will be submitted to the Stock Exchanges and made available on the website of the Company at www.suryaamba.com and National Securities Depository Limited at www.evoting.nsdl.com within 48 hours of the conclusion of the AGM.

Notes:

- i. The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to the stock exchanges and also upload on the website of the Company and National Securities Depository Limited, the authorised agency which provided e-voting facility.
- ii. This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

Request you to take note of the above information on records.

Thanking you,

Yours faithfully,

For **Suryaamba Spinning Mills Limited**

KRITI LADHA Digitally signed by KRITI LADHA
Date: 2023.09.10 13:21:38
+05'30'

Kriti Ladha
Company Secretary & Compliance Officer
Membership No.: ACS 61729