



SURYAAMBA SPINNING MILLS LIMITED

A-101, Kanha Apartment, 128, Chhaoni, Katol Road, Nagpur-440 013 (MS)
Ph.# 0712-2591072, 2591406 Fax # 0712-2591410 CIN: L18100TG2007PLC053831
Mail: mail@suryaamba.com, Website: www.suryaamba.com

PROCEEDINGS OF THE 08TH ANNUAL GENERAL MEETING OF SURYAAMBA SPINNING MILLS LIMITED HELD ON FRIDAY, 25TH SEPTEMBER, 2015 AT 04.00 P.M AT KAMAT LINGAPUR HOTEL, BEGUMPET, HYDERABAD - 500 016

Mr. Mayank Agarwal, Executive Director of the Company extended a hearty welcome to the Shareholders, Members and other invitees present. He then invited the Directors of the Company and Auditors on to the dais.

MEMBERS PRESENT:

541 members including 52 Proxies were attended the meetings.

Mr. Mayank Agarwal was elected as chairman of the Meeting as Mr. Pundlik Sampatrao Thakare was absent due to his pre-occupation. Thereafter after ascertaining the requisite quorum was present he commenced the Proceedings of the Meeting.

1. The Chairman gave an overview on the Indian Economy and financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook. The printed copy of the chairman speech was also circulated among the Members attended the meeting.
2. On behalf of the Board, the chairman expressed his sincere appreciations for the Strong Support of Members of the Company.
3. With the consent of members, the notice convening the 08th Annual General Meeting and the Report of Directors and Auditors of the Company were taken as read.
4. The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules made there under and the Listing Agreement, the Company had extended the remote e-voting facility to the Shareholders of the Company in respect of the resolutions to be passed at the meeting. The remote e-voting commenced on 9.00 a.m., on 22nd September, 2015 and ended at 5.00 p.m., on 24th September, 2015. Sri R Ramakrishna Gupta, Practicing Company Secretary, partner R & A Associates, Company Secretaries, Hyderabad was appointed as the Scrutinizer by the Board for Scrutinizing the e-voting process in fair & transparent manner.
5. Thereafter, the chairman invited the members to raise their queries and give Suggestions, if any.

Mills: Survey No. 300, Nayakund, Parseoni Road, Dist Nagpur-441 105 Ph.# 07114 - 204711

Regd. Off. 1st Floor, Surya Towers, 105, Sardar Patel Road, Secunderabad - 500 003 Ph. # 040 - 27813360

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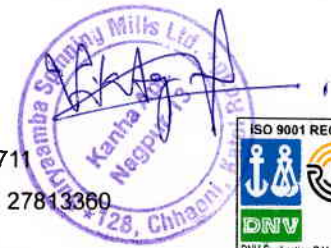
6. The chairman along with the management responded to the queries from the members. The Management took note of the suggestions given by the members of the Company.
7. The Chairman informed the Members that pursuant to the provisions of section 110 of the Companies Act, 2013 and rules made there under, the Company has provided Voting by use of Polling Papers to those who have not voted through e-voting & Postal Ballot on all the resolutions as per the notice of the meeting.
Thereafter, the Chairman ordered for poll to be taken at the Meeting and appointed Mr. R Ramakrishna Gupta, Practicing Company Secretary as the Scrutinizer for the poll process and to orderly conduct the voting.
8. The Meeting was declared as concluded with the vote of thanks to the Chair and Shareholders and Members of the Company.

The Chairman announced that the results of Voting along with the Consolidated Scrutinizers report shall be placed on the website of the Company and the website of karvy.

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015 and the statement of Profit and Loss for the year ended, along with the Auditor's Report and Directors' Report thereon.
2. To declare dividend on 8% Cumulative Redeemable Preference Shares (CRPS) for the financial year ended 31st March, 2015.
3. To declare dividend of 10% on Equity Shares for the financial year ended 31st March, 2015.
4. To appoint a Director in place of Mr. Mayank Agarwal (DIN:02749089), who retires by rotation and being eligible offers himself for re-appointment.
5. To ratify the appointment of M/s Venkatadri & Co., Chartered Accountants bearing firm registration No:004614S as statutory Auditors of the Company to hold the office from the conclusion of this AGM to next AGM of the Company and to fix their remuneration.



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SPECIAL BUSINESS

6. To consider and approve the appointment of Mr. Manish Kumar as Independent Director for a period of 5 years.
7. To consider and approve the Re-appointment of Mr. Mayank Agarwal as whole time Director for a further period of 5 Years.
8. To Ratify the remuneration of Cost Auditor.
9. To approve the change in address of Registrar and Transfer Agent.

The Chairman announced the Voting results and Consolidated Scrutinizers report was hosted on the website of the Company and karvy. Further the clause 35A of Listing Agreement as amended is not applicable to the Company, Though the company is following the same for better compliance.

For **SURYAAMBA SPINNING MILLS LIMITED**

Virender Kumar Agrawal
Managing Director
DIN: 00013314



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