

SII/SCY/2013-14 | 247-248 |

SEPTEMBER 12, 2013

To

Mr. S. Subramanian

DCS-CRD

Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers, Dalal

Street, Mumbai 400 001

Mr. Hari K.

Vice President

National Stock Exchange of India Limited,

Exchange Plaza, Bandra Kurla Complex,

Bandra (West) Mumbai - 400 051

SUBJECT: CLAUSE 31(d) OF THE LISTING AGREEMENT

Dear Sir,

Please find enclosed herewith Extracts of the proceedings of the Annual General Meeting of the Company held on Friday, the 30th day of August, 2013.

Please take it on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For SHREYANS INDUSTRIES LIMITED



VIDESHWAR SHARMA

COMPANY SECRETARY

Encls: A/q

BRANCH OFFICES :-

- 4E, Gopala Tower, 25 Rajendra Place, New Delhi-110 008
Tel # 011-25721042, 25732104 Fax # 91-11-25752271
E-mail : sil.delhi@shreyansgroup.com

- 302 Raheja Chamber, 3rd Floor, Nariman Point, Mumbai - 400 021
Tel # 022-22851025 Fax # 91-22-22842825
E-mail : sil.mumbai@shreyansgroup.com

Extracts of the proceedings of the Annual General Meeting of the Company held on Friday, the 30th day of August, 2013 at 11.00 A.M. at the Registered office of the Company Village: Bholapur, P. O. Sahabana, Chandigarh Road, Ludhiana-141 123.

PRESENT

Sh. Rajneesh Oswal	Chairman & Managing Director
Sh. Kunal Oswal	Whole Time Director
Sh. R. C. Singal	Independent Director (Audit Committee- Chairman)
Sh. Anil Kumar	Executive Director & CEO

ALSO PRESENT

Mr. Videshwar Sharma Company Secretary

The Attendance Register of shareholders present in person or by proxy as well as the Directors and Register of Director's Shareholding were produced at the commencement of meeting and kept open / accessible during the meeting.

Chairman of the meeting

Pursuant to Article 79 of the Articles of Association of the company Sh. Rajneesh Oswal, Chairman of the Board, took the chair.

The requisite quorum being present, the Chairman called the meeting to order.

Chairman's Speech

The Chairman welcomed the members to the meeting. He spoke about the working of the company. He apprised the members about the future plans of the company.

Notice of the meeting

With the consent of the members, the notice convening the meeting was taken as read and Chairman asked Company Secretary to take up the agenda items for the approval of members.

Thereafter the agenda items, as per notice of Annual General Meeting were taken up for approval of members. All the agenda Items were passed unanimously by members present in the meeting. **(See Annexure I)**

The Auditor's Report was read by Mr. Videshwar Sharma, Company Secretary of the Company along with resolution for adoption of Accounts.

Thereafter, The Chairman invited the members for their comments on the working of the Company during the year under review and if they had any questions to ask about the Company's working, he would be glad to answer the same. Thereafter several members put forth their queries on the working of the Company and the annual accounts for the FY 2012-13. The Chairman thanked the shareholders for their keen interest in the Company's working and replied their queries.

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For Sureyans Industries Ltd.


Company Secretary

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING

Ordinary Business:

1. Adoption of Accounts: - Ordinary Resolution

Proposed by: Mr. Surinder Kumar

Seconded by: Mr. Dalbir Singh

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2013 and Profit and Loss Account for the year ended on that date, together with the Report of Auditors and Directors thereon, be and are hereby received, considered & adopted."

The Chairman put the motion to vote on a show of hands and declared the same carried unanimously.

2. Declaration of Dividend for FY 2012-13- Ordinary Resolution

Proposed by: Mr. Davinder Kumar Sharma

Seconded by: Mr. Bhupinder Singh

"RESOLVED THAT a dividend of Rs. 1.00 per share be and is hereby declared on 1,38,24,550 Equity Shares of Rs. 10/- each of the Company fully paid up, out of profits of the Company for the financial year ended 31st March, 2013.

RESOLVED FURTHER THAT the dividend so declared be paid to the members whose names appear on the Register of Members on August 22, 2013 and in respect of dematerialized shares to the shareholders on the basis of beneficial ownership details provided by National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) for the purpose."

3. Appointment of Sh. A. K. Chakraborty as Director – Ordinary Resolution

Proposed by: Mr. Sanjeev Aggarwal

Seconded by: Mr. Rashpal Singh

"RESOLVED THAT Sh. A. K. Chakraborty who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

The Chairman put the motion to vote on a show of hands and declared the same carried unanimously.

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Company Secretary

4. Appointment of Dr. N. J. Rao as Director – Ordinary Resolution

Proposed by: Mr. Sanjay Walia

Seconded by: Mr. A. K. Sharma

"RESOLVED THAT Dr. N. J. Rao who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

The Chairman put the motion to vote on a show of hands and declared the same carried unanimously.

5. Appointment of Auditors – Ordinary Resolution

Proposed by: Mr. Kuldeep Singh

Seconded by: Mr. Dalbir Singh

"Resolved That M/s. S.C.Vasudeva & Company, Chartered Accountants, New Delhi, be and are hereby appointed as Auditors of the company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on a remuneration to be mutually agreed upon by the Auditors and Chairman & Managing Director of the company.

The Chairman put the motion to vote on a show of hands and declared the same carried unanimously.

SPECIAL BUSINESS

6. Re-appointment of Sh. Rajneesh Oswal as Chairman & Managing Director- Special Resolution

Proposed by: Mr. Harjinder Singh

Seconded by: Mr. Ghumman Singh

"RESOLVED THAT in supersession of earlier resolution passed in the Annual General Meeting held on 30th August, 2011, pursuant to the provisions of Section 198, 269,309,310 and 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and Rules made there under including any statutory modification or re-enactment thereof and subject to the approval of the Central Government and such other approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Sh. Rajneesh Oswal, as the Chairman & Managing Director of the Company for a further period of five years with effect from 1st June, 2013 on the remuneration, terms and conditions as approved by the remuneration committee and set out in the agreement, to be entered into between the Company and Sh. Rajneesh Oswal, draft of which is submitted to this meeting and the same is hereby specifically approved."

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to alter or increase/ vary the terms and conditions of the said remuneration and/ or agreement in such form and

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manner or with such modifications as the Board may deem fit and as may be acceptable to Sh. Rajneesh Oswal without referring the same to the General Meeting again, subject to consents/ approvals, if any, required in this regard."

"RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or its profits are inadequate during the tenure of office of Sh. Rajneesh Oswal, the remuneration aforesaid shall be paid as the minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions."

7. Re-appointment of Sh. Vishal Oswal as Vice- Chairman & Managing Director- Special Resolution

Proposed by: Mr. Harjinder Singh

Seconded by: Mr. Rajiv Sharma

"RESOLVED THAT in supersession of earlier resolution passed in the Annual General Meeting held on 30th August, 2011, pursuant to the provisions of Section 198, 269,309,310 and 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and Rules made there under including any statutory modification or re-enactment thereof and subject to the approval of the Central Government and such other approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Sh. Vishal Oswal, as the Vice Chairman & Managing Director of the Company for a further period of five years with effect from 1st June, 2013 on the remuneration, terms and conditions as approved by the remuneration committee and set out in the agreement, to be entered into between the Company and Sh. Vishal Oswal, draft of which is submitted to this meeting and the same is hereby specifically approved."

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to alter or increase/ vary the terms and conditions of the said remuneration and/ or agreement in such form and manner or with such modifications as the Board may deem fit and as may be acceptable to Sh. Vishal Oswal without referring the same to the General Meeting again, subject to consents/ approvals, if any, required in this regard."

"RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or its profits are inadequate during the tenure of office of Sh. Vishal Oswal, the remuneration aforesaid shall be paid as the minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions."

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For Shreyans Industries Ltd.


Company Secretary