

GURUDEV



# Surana Industries Limited



Regd. cum Corp. H.O. : # 29, Whites Road, II Floor,  
Royapettah, Chennai - 600 014. ☎ : 2852 6336, 2852 5127, (3 Lines)  
Fax : 044-28520713 ★ Grams : "GURUHASTI"  
E-mail : surana@suranaind.com ★ Website : www.suranaind.com

Ref: SIL/SEC/ /FY 2015-16

August 18, 2015

|                                                                                                                                                                       |                                                                                                                                                                                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The Manager,<br/>National Stock Exchange of India Limited,<br/>Listing Department,<br/>Exchange Plaza, Bandra-Kurla Complex,<br/>Bandra (E), Mumbai - 400 051.</b> | <b>The Deputy General Manager,<br/>Department of Corporate Services,<br/>Bombay Stock Exchange Limited,<br/>23<sup>rd</sup> Floor, P J Towers, Dalal Street,<br/>Mumbai - 400 001.</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sirs,

**Sub: Proceedings of 24<sup>th</sup> Annual General Meeting of Surana Industries Ltd – Reg  
Ref: Scrip Code: 513597, Scrip ID: SURANAIND, Symbol: SURANAIND**

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We hereby submit the Proceedings of 24<sup>th</sup> Annual General Meeting of our Company pursuant to Clause 31 of the Listing Agreement for your reference.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Surana Industries Limited

**D. Hem Senthil Raj**  
Company Secretary & Compliance Officer  
M.No: A25451  
Encl: A/a





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**PROCEEDINGS OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF SURANA INDUSTRIES LIMITED HELD ON AUGUST 10, 2015 AT 09:30 A.M. AT NEW DOOR NO: 1, AMBEDKAR NAGAR, GNT ROAD, MADHAVARAM, CHENNAI – 600060, TAMILNADU, INDIA**

*The Chairman, other Directors and senior officers took the Chair.*

*The Company Secretary welcomed the Members and informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e persons who were Members on August 3, 2015, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from August 7, 2015 to August 9, 2015 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. The Company Secretary further informed that Smt. Lakshmmi Subramanian, Senior Partner of Lakshmmi Subramanian & Associates was appointed as Scrutinizer for the purpose of carrying out the remote e-voting and physical ballot process in a fair and transparent manner.*

*Further, in terms of the Companies Act, 2013 and the Listing Agreement, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote at the venue of the AGM either by Physical Ballot or E-voting. On all 7 Resolutions Comprises of both Ordinary and Special Businesses as set out in the Notice of AGM. Smt. Lakshmmi Subramanian, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the poll and the e-voting at the venue of the AGM.*

*The Members were informed that the Results would be declared after considering the Remote e-voting and Voting by Ballot by Members present in the AGM. They were also informed that the results would be submitted to the Stock Exchanges (NSE and BSE) on August 12, 2015 and placed on the website of the Company within 48 hours.*

*The Company Secretary further requested the Managing Director Shri. Dineshchand Surana to introduce the Board Members sitting at the Dais and requested the Chairman Shri. Babu Srinivasan to chair the meeting.*

*The Chairman welcomed all the Shareholders, Directors and others at the 24<sup>th</sup> Annual General Meeting.*

*The Chairman explained that Shri. Biju George, Shri. Rajesh Kumar Gupta, Nominee Directors and Smt. Soundharya Panchapakesan, who is appointed as Additional Director in the category of Independent were preoccupied with other commitments and therefore could not attend the AGM.*

*The quorum being present the Chairman declared the meeting open.*

*Thereafter the Notice of AGM, Directors Report and Auditors Report were taken as read by the Shareholders of the Company.*





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*Then the Chairman presented his speech to the Shareholders.*

*The Chairman then explained the objective and implications of the resolutions before putting them to vote at the Meeting.*

*Each of the 7 Resolutions was proposed and seconded by a Member. (details being given in the outcome of AGM provided in the format set out u/c 35A).*

*During the course of Meeting, on one occasion, the Chairman being interested in respect of Item No: 5, which pertained to his appointment as Independent Director, entrusted the conduct of the proceedings to Shri. Dineshchand Surana, Disinterested Director, and resumed the Chair after the respective item of business were transacted.*

*Before ordering the Poll, the Chairman invited the Shareholders for their queries and observations.*

*Thereafter the Chairman ordered the Poll requesting all the Members present to cast their votes using the ballot papers handed over to them in this regard.*

*The Chairman thanked all the shareholders and others for attending the 24<sup>th</sup> Annual General Meeting.*

*The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.*





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**OUTCOME OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF SURANA INDUSTRIES LIMITED HELD ON AUGUST 10, 2015 AT 09:30 A.M. AT NEW DOOR NO: 1, AMBEDKAR NAGAR, GNT ROAD, MADHAVARAM, CHENNAI – 600060, TAMILNADU, INDIA**

|                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                             |
|------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date of Annual General Meeting</b>                                              | August 10, 2015                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Total No of Shareholders as on Record Date</b>                                  | 1772                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>No of Shareholders present in the meeting either in person or through proxy</b> | Promoter & Promoter Group : 01 in person<br>Public : 74 in person                                                                                                                                                                                                                                                                                                                           |
| <b>No of Shareholders present in the meeting through Video Conferencing</b>        | Promoter & Promoter Group : None<br>Public : None                                                                                                                                                                                                                                                                                                                                           |
| <b>Director's &amp; Key Managerial Personnel Present</b>                           | Shri. Babu Srinivasan, Chairman of Board, Audit and Nomination & Remuneration Committee<br><br>Shri. Dineshchand Surana, Managing Director<br><br>Shri. K.N. Prithviraj, Independent Director & Chairman of Stakeholder's Relationship Committee<br><br>Shri. Krishna Udupa, Non Executive Director<br><br>Shri. Anil Gupta. Group – CFO<br><br>Shri. D. Hem Senthil Raj, Company Secretary |

Based on the Consolidated Scrutinizer's Report on the results of Remote E-voting conducted as per the provisions of the Companies Act, 2013 read with corresponding Rules framed thereunder, in respect of the AGM and on the basis of results of poll (ballot process) conducted/voting done on the occasion of the 24<sup>th</sup> Annual General Meeting on all the 7 items as set out in the Notice of AGM, the results are summarized as hereunder:

1. **Detail of Agenda** : Adoption of Annual Accounts of the Company as on March 31, 2015  
**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : Passed with requisite majority by Remote E-Voting and Votes cast on poll at the venue of AGM.  
(The Resolution was proposed by Shri. Sandeep Chopra and seconded by Shri. Vishnu Sharma)





2. **Detail of Agenda** : Re-appointment of Shri. Dineshchand Surana retiring by rotation and being eligible, offering himself for re-appointment
- Resolution Required** : Ordinary Resolution
- Mode of Voting** : Passed with requisite majority by Remote E-Voting and Votes cast on poll at the venue of AGM.  
(The Resolution was proposed by Shri. Manmath Kumar Panigrahy and seconded by Shri. Abhishek)
3. **Detail of Agenda** : Re-appointment of Shri. Biju George retiring by rotation and being eligible, offering himself for re-appointment
- Resolution Required** : Ordinary Resolution
- Mode of Voting** : Passed with requisite majority by Remote E-Voting and Votes cast on poll at the venue of AGM.  
(The Resolution was proposed by Shri. Sandeep Chopra and seconded by Shri. Manmath Kumar Panigrahy)
4. **Detail of Agenda** : Re-appointment of Statutory Auditors of the Company till the Conclusion of the 29<sup>th</sup> AGM of the Company
- Resolution Required** : Ordinary Resolution
- Mode of Voting** : Passed with requisite majority by Remote E-Voting and Votes cast on poll at the venue of AGM.  
(The Resolution was proposed by Shri. Vishnu Sharma and seconded by Shri. Sandeep Chopra)
5. **Detail of Agenda** : Appointment of Shri. Babu Srinivasan as an Independent Director
- Resolution Required** : Ordinary Resolution
- Mode of Voting** : Passed with requisite majority by Remote E-Voting and Votes cast on poll at the venue of AGM.  
(The Resolution was proposed by Shri. Manmath Kumar Panigrahy and seconded by Shri. Sandeep Chopra)
6. **Detail of Agenda** : Appointment of Smt. Soundharya Panchapakesan as an Independent Director
- Resolution Required** : Ordinary Resolution
- Mode of Voting** : Passed with requisite majority by Remote E-Voting and Votes cast on poll at the venue of AGM.  
(The Resolution was proposed by Shri. Sandeep Chopra and seconded by Shri. Vishnu Sharma)





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7. **Detail of Agenda** : Ratification of Appointment and Remuneration payable to M/s. JV Associates, Cost Auditors for the financial year 2015-16.
- Resolution Required** : Ordinary Resolution
- Mode of Voting** : Passed with requisite majority by Remote E-Voting and Votes cast on poll at the venue of AGM.  
(The Resolution was proposed by Shri. Vishnu Sharma and seconded by Shri. Manmath Kumar Panigrahy)

**Place:** Chennai

**Date:** August 17, 2015



**For Surana Industries Limited**

**Dineshchand Surana**  
**Managing Director**  
**(DIN: 00007032)**