SURYA PHARMACEUTICAL LIMITED

AGM PROCEEDINGS

Resolutions passed at the Annual General Meeting of the Shareholders of Surya Pharmaceutical Limited, held on September 30, 2011 at 10.00 A.M. at the Registered Office of the Company.

ORDINARY BUSINESS

1. Approval of Accounts:-

"RESOLVED THAT the Audited Accounts of the Company for the year ended 31st March, 2011 together with the Reports of the Directors and the Auditors thereon, laid before this meeting, be and are hereby approved and adopted."

2. Declaration of Dividend:-

"RESOLVED that the dividend for the year ended March 31, 2011 at the rate of Re. 0.15/- per share on the nominal value of fully paid up 20,27,52,680 equity shares of the company be and is hereby declared for payment to those whose names appeared on the Register of Members as on 28.09.2011."

3. Re-appointment of Director Retiring by Rotation:-

"RESOLVED THAT Mr. Abhishek Arya, who retires by rotation and being eligible offers himself for re-appointment be and is hereby appointed as Director of the Company."

4. Re-appointment of Director Retiring by Rotation:-

"RESOLVED THAT Mrs. Alka Goyal, who retires by rotation and being eligible offers herself for re-appointment be and is hereby appointed as Director of the Company."

5. Auditor's Re-appointment:-

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, the retiring Auditors M/s. AAD & Associates, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Board of Directors and reasonable out-of-pocket expenses actually incurred by them in connection with the audit."

SPECIAL BUSINESS

6. Appointment of Dr. R.K. Gupta as Director of the Company:-

"RESOLVED THAT Dr. R.K. Gupta, who was appointed as Additional Director and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Article 133 of the Articles of Association and in respect of whom the company has received a notice in writing from a member proposing his candidature for the appointment of Director as per the provisions of Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the company, liable to retire by rotation."

There being no other item, the meeting held with a vote of thanks to the chair.

SD/-
(CHAIRMAN)