



SURAJ PRODUCTS LIMITED

Registered Office & Works :

CIN : L26942OR1991PLC002865

Vill. : Barpali, P.O. : Kesramal, Rajgangpur, Dist. : Sundargarh, Odisha, India, PIN : 770017

Tel : +91-94370 49074, e-mail : info@surajproducts.com, suproduct@gmail.com

www.surajproducts.com

Date: 27th September, 2014

To
The Secretary
Bombay Stock Exchange Limited
(Department of Corporate Services)
Floor- 25, P.J.Tower, Dalal Street
Mumbai- 400001

Dear Sir,

Sub: Out Come of Annual General Meeting – Clause.35A

Ref: Scrip Code: 518075

This is to inform you that the Annual General meeting of the Shareholders of the Company held on **Saturday, the 27th September, 2014 at 11.30 P.M.** At Barpali, Po- Kesramal, Rajgangpur, Odisha-770017, approved the Ordinary Business and Three Special Business.

Date of AGM: 27/09/2014

Total No of Shareholders on AGM Date: 8743

No of shareholders present in the meeting either in person or though proxy:

Promoter & promoter Group: 8

Public: 22

No of shareholders Attended the meeting though video conferencing:

Promoters & promoters Group: Nil

Public: Nil

Agenda Wise:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

Chairman invited the members to raise queries, if any, on the accounts. Thereafter, some members sought clarifications on the accounts and spoke on related issues. All the questions were answered to the member's satisfaction by the Chairman.

Proposed by Mr. P. K. Goel and Seconded by Mr.S.K.Nayak, after discussion it was unanimously:



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“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2014 and the Profit & Loss A/c for the year ended as on that date together with the reports of the Board of directors and Auditors’ thereon be and are hereby received, considered and adopted.”

2. RE-APPOINTMENT OF MRS. SUNITA DALMIA AS DIRECTOR

Proposed by Mr. A.Bhartia & seconded by Mr. Hemendra Nayak and it was unanimously

“RESOLVED that Mrs. Sunita Dalmia (DIN- 00605973), Director on the Board, who retires by rotation and being eligible offers himself for re-appointment, be and hereby re-appointed as non executive director of the company, who shall be liable to retire by rotation”.

3. PAYMENT OF DIVIDEND:

The Chairman informed to the Members that the Board of Directors, at its meeting held on May 5, 2014, decided to recommend payment of final dividend at the rate of 6% i.e. Re 0.60(previous year 5%) per share on prorata basis for the year ended March 31, 2014 and the same be paid to those members whose names appear on the Company’s Register of members as on the record date.

Mr. C.K.Bhartia proposed and Mr. A. Sahoo seconded the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of the Directors, dividend at the rate of Re. 0.60 per share (6 %) on prorata basis on 1,14,00,000 equity shares of the Company on prorata basis aggregating to Rs51,31,233/- for the year ended 31st March 2014 be declared out of profits of the Company for the year ended 31st March, 2014 and same be paid to those share holders whose names appear on the Company’s Register of members as on the record date.

4. APPOINTMENT OF STATUTORY AUDITORS:

Proposed as an ordinary resolution by Mr. S.K.Nayak & seconded by Mr. P.K.Goel and it was unanimously

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any of companies Act, 2013 and the Rules framed there under and pursuant to the recommendation of the Audit Committee, Messrs Rustagi & Co., Chartered Accountants, Kolkata (ICAI Firm Registration Number -301094E), the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the company for a period of 3(three) years for auditing the accounts of the Company from the financial years 2014-15 to 2016-17(subject to ratification of the appointment by the members at every Annual General Meeting to be held during the period) and the Board of Directors be and is hereby authorized to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit ”.

SPECIAL BUSINESS:

5. To approve the proposal to increase in remuneration of Sri Y.K.Dalmia, Chairman of the Company and after discussion the following resolution was passed as Special Resolution:

Proposed as an ordinary resolution by Mr. K.B.Patel & seconded by Mr. D.Goud and it was unanimously



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“RESOLVED THAT in partial modification of the earlier resolution passed on September 27, 2013 and pursuant to sections 197 and 198 of the Companies Act, 2013 and Schedule V read together with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, subject to the approval of Central Government, if so required, the consent of the Company be and is hereby accorded for increase in remuneration of Sri Y.K.Dalmia, Chairman of the Company with effect from September 1, 2014 for remaining tenure of 4 years and will be subject to retire by rotation ,at the remuneration, perquisites and other benefits and upon the terms and conditions as set out herein below:

- a. Salary:
Salary of Rs. 3,25,000 per month w.e.f. September 1, 2014 as may be decided by the Board/ Committee of the Board.
- b. Perquisites:
 1. Medical reimbursement for self and family reimbursement of actual expenses subject to a ceiling of one month's salary in one year maximum of 3 month's salary in a block of three years.
 2. Leave Travel Concession for self and family as per Rules of the Company.
 3. The Company's contribution to Gratuity as per Rules applicable to the senior executives.
 4. Personal Accident Insurance as per the Rules of the Company.
 5. Provision for car with driver for business as well as personal purposes.
 6. Communication facilities.
- c. Privilege Leave:
On full, pay and allowance as per Rules of the Company, but not more than one month leave for every eleven months of service rendered. Leave accumulated, but not availed, will not be allowed to be encashed.
- d. Entertainment Expenses:
The Chairman shall be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.
- e. So long as functions as Chairman of the Company, he shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees thereof.
- f. Minimum Remuneration:
In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole time Director, the payment of salary, commission & perquisites shall be governed by the limits prescribed under Part-II of Section-II of Schedule V of the Companies Act, 2013 as may for the time being in force.
- g. The resolution for fixation of remuneration of Sri Y.K.Dalmia is recommended to the members for approval.



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h. Sri Y.K.Dalmia may be concerned or interested in the resolution as Director and Smt. Sunita Dalmia as a relative of Sri Y.K.Dalmia. No other Director is concerned or interested in the resolution.

6. To approve the re-appointment of Sri S.N.Kabra (DIN- 00556947) as an Independent Director and after discussion the following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT, pursuant to provisions of section 149 and other applicable provisions of the Companies act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. S.N.Kabra (DIN- 00556947), be and is hereby re-appointed as Independent Director of the Company for a period of five years from the date of this Annual General Meeting, and will not liable to retire by rotation.

7. To approve the re-appointment of Sri R.P.Agarwal (DIN- 02390381) as an Independent Director and after discussion the following resolution was passed as an Ordinary Resolution:

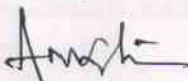
“RESOLVED THAT, pursuant to provisions of section 149 and other applicable provisions of the Companies act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. R.P.Agarwal (DIN- 02390381), be and is hereby re-appointed as Independent Director of the Company for a period of five years from the date of this Annual General Meeting, and will not liable to retire by rotation.

Mode of voting: Show of hand & E-Voting

This is for your information and record.

Thanking you.

Yours faithfully,
For Suraj Products Limited


(A.N.Khatua)
Company Secretary

