



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

MINUTES OF PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF MEMBERS OF SURAJ PRODUCTS LIMITED HELD ON MONDAY, THE 28TH DAY OF SEPTEMBER, 2015 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT- BARPALI, P.O.: KESRAMAL (RAJGANGPUR), DIST.: SUNDERGARH, ODISHA -770017.

PRESENT:

1. Mr. Y. K. Dalmia, Chairman
2. Mr. S. N. Kabra, Independent Director
3. Mrs. Sunita Dalmia, Director
4. Mr. G. Goyal, Executive Director
5. Mr. A.N.Khatua, Company Secretary
6. Mr. M.K.Hati, Chief Financial Officer

19 other members present in person.

Mr. Y. K. Dalmia, Chairman of the Company presided over the meeting. He welcomed the members present and declared that the sufficient quorum is present and proceedings of the meeting were started –

1. The Notice convening the Annual General Meeting together with the Explanatory statement was read by Company Secretary.
2. The Chairman asked Mr. A.N.Khatua, Company Secretary, to read the Auditor's report for the year ending 31st March 2015.
3. Chairman then took up the business mentioned in the notice.

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


"RESOLVED THAT the Audited Accounts of the company for the year ended on 31st March, 2015 along with Auditor's Report and Director's Report thereon be and hereby received, considered and adopted".

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

Proposed by Mr. Sameer Sinha & seconded by Mr. B.K.Behera 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".

For Suraj Products Limited


Company Secretary



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3. PAYMENT OF DIVIDEND:

The Chairman informed to the Members that the Board of Directors, at its meeting held on May 22, 2015, decided to recommend payment of final dividend at the rate of 7% i.e. Re 0.70 per share for the year ended March 31, 2015 and the same be paid to those members whose names appear on the Company's Register of members as on the record date.

Mr. B.Mishra proposed and Mr. A. Sahoo seconded the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of the Directors, final dividend at the rate of Re. 0.70 per share (7 %) on 1,14,00,000 equity shares of the Company aggregating to Rs 79,80,000/- for the year ended 31st March 2015 be declared out of profits of the Company for the year ended 31st March, 2015 and same be paid to those share holders whose names appear on the Company's Register of members as on the record date.

The resolution was put to vote by show on hands and was passed unanimously.

4. APPOINTMENT OF STATUTORY AUDITORS:

Proposed as an ordinary resolution by Mr. Sanjay Goyal & seconded by Mr. Dilip Gope 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 2(two) years for auditing the accounts of the Company from the financial years 2015-16 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".

CERTIFIED TRUE COPY

For Suraj Products Limited


A.N.Khatua

Company Secretary



Place: Barpali

Dated: 29th day of September, 2015