

SIL/SCY/2014-15 / 353-354

August 29, 2014

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 proceedings of the 34th Annual General Meeting of the Company held on Wednesday, the 13th day of August, 2014.

Please take it on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

FOR SHREYANS INDUSTRIES LIMITED



VIDESHWAR SHARMA
COMPANY SECRETARY

Encl.: A/above

BRANCH OFFICES :-

- 5 A-D, 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

Proceedings of the 34th Annual General Meeting of the Company held on Wednesday, the 13th day of August, 2014 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. Vishal Oswal	Vice- Chairman & Managing Director
Sh. Kunal Oswal	Whole Time Director
Sh. M. L. Gupta	Independent Director (Interim Audit Committee Chairman)
Sh. A. K. Chakraborty	Independent Director
Sh. Anil Kumar	Executive Director & CEO

ALSO PRESENT

Mr. Videshwar Sharma Company Secretary

IN ATTENDANCE

Promoters and Promoter Group:	14
Public:	25

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.

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 2013-14. The Chairman thanked the shareholders for their keen interest in the Company's working and replied their queries.

The Chairman informed the members that as required under Section 108 and 109 of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company was required to mandatory provide e-voting facility to its members in respect of all resolutions to be passed at this Annual General Meeting. Accordingly, the Company had provided e-voting facility to all the Members as on

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For Shreyans Industries Ltd.


Company Secretary

record date i.e. 11th July, 2014. He further informed that Mr. P .S. Bathla, Scrutinizer appointed for e-voting process had submitted his report on e-voting.

He further mentioned that the Ballot Papers were handed over to the Members at the start of the meeting and asked Company Secretary to brief the members on the Ballot procedure.

The Chairman informed the members that only those members who have not voted electronically are eligible to participate in the Ballot procedure.

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.

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

Thereafter the agenda items, as per notice of Annual General Meeting were taken up for approval of members.

Resolutions:

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, 2014 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 through poll.

2. Declaration of Dividend for FY 2013-14- Ordinary Resolution

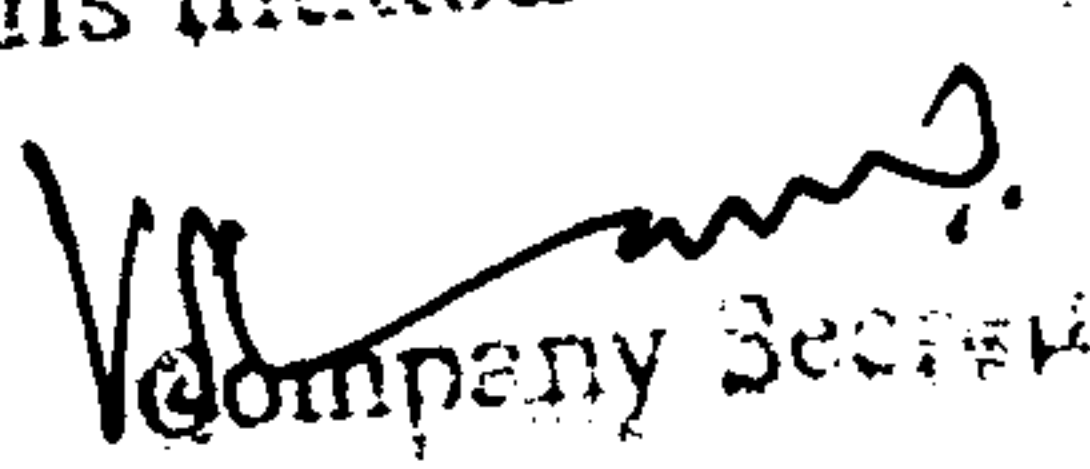
Proposed by: Mr. Davinder Kumar Sharma

Seconded by: Mr. Bhupinder Singh

"RESOLVED THAT a dividend of Rs. 1.20 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, 2014.

RESOLVED FURTHER THAT the dividend so declared be paid to the members whose names appear on the Register of Members on August 06, 2014 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."

The Chairman put the motion to vote through poll.

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Company Secretary

3. Appointment of Sh. Kunal Oswal as Director – Ordinary Resolution

Proposed by: Mr. Sanjeev Aggarwal

Seconded by: Mr. Rashpal Singh

“RESOLVED THAT Sh. Kunal Oswal, 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 through poll.

4. Appointment of Auditors – Ordinary Resolution

Proposed by: Mr. Shiv Kumar

Seconded by: Mr. A. K. Sharma

“Resolved that consent of the Company be and is hereby accorded to re-appoint M/s S.C. Vasudeva & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of three years from the conclusion of this Annual General Meeting until the conclusion of 37th Annual General Meeting, subject to ratification by members at every Annual General Meeting, on remuneration as may be decided by the Chairman & Managing Director of the Company.”

The Chairman put the motion to vote through poll.

SPECIAL BUSINESS

5. Re-appointment of Sh. Anil Kumar as Executive Director & CEO - Special Resolution

Proposed by: Mr. Harjinder Singh

Seconded by: Mr. Ashwani Garg

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof and subject to the approval of the Central Government, if required, and such other approvals, as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Sh. Anil Kumar, as the Executive Director & Chief Executive Officer of the Company for a further period of three years with effect from 30th August, 2014 on the remuneration, terms and conditions as set out in the agreement, to be entered into between the Company and Sh. Anil Kumar, as submitted to this meeting which is hereby specifically approved."

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to alter, or increase and vary the terms and conditions of the said re-appointment and/ or agreement in such form and manner or with such modifications as the Board may deem fit or as may be prescribed by the Central Government, if any, while granting necessary approvals in this regard and as may be acceptable to Sh. Anil Kumar 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. Anil Kumar, the remuneration aforesaid shall be the minimum remuneration."

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"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."

The Chairman put the motion to vote through poll.

6. Re-appointment of Sh. A. K. Chakraborty as an Independent Director- Ordinary Resolution

Proposed by: Mr. Ashwani Garg

Seconded by: Mr. Kuldeep Singh

"Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the Company be and is hereby accorded to re-appoint Sh. A. K. Chakraborty as an Independent Director of the Company to hold office from 13th August 2014 to 12th August 2019, not liable to retire by rotation."

The Chairman put the motion to vote through poll.

7. Re-appointment of Sh. M. L. Gupta as an Independent Director- Ordinary Resolution

Proposed by: Mr. Harjinder Singh

Seconded by: Mr. Ghuman Singh

"Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the Company be and is hereby accorded to re-appoint Sh. M. L. Gupta as an Independent Director of the Company to hold office from 13th August 2014 to 12th August 2019, not liable to retire by rotation."

The Chairman put the motion to vote through poll.

8. Re-appointment of Dr. N. J. Rao as an Independent Director- Ordinary Resolution

Proposed by: Mr. A. K. Kundra

Seconded by: Mr. Rajiv Sharma

"Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the Company be and is hereby accorded to re-appoint Dr. N. J. Rao as an Independent Director of the Company to hold office from 13th August 2014 to 12th August 2019, not liable to retire by rotation."

The Chairman put the motion to vote through poll.

9. Adoption of New Articles of Association of the Company – Special Resolution

Proposed by: Mr. Kuldeep Singh

Seconded by: Mr. Harjinder Singh

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Company Secretary

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation Rules, 2014, including any statutory modification(s) or re-enactments thereof, for the time being in force), the draft regulations contained in the articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Chairman put the motion to vote through poll.

10. Acceptance of Deposits from Members – Ordinary Resolution

Proposed by: Mr. Rajiv Sharma

Seconded by: Mr. A. K. Kundra

"Resolved that pursuant to section 73(2) of the Companies Act, 2013 and rules made there under and other applicable provisions, if any, the consent of the Company be and is hereby accorded to accept deposits from members of the Company within the prescribed limits."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Chairman put the motion to vote through poll.

Thereafter, The Chairman requested Mr. P.S. Bathla, Scrutinizer, to count the votes received through the ballot procedure and submit the consolidated report on e-voting as well as ballot process conducted at the meeting.

After sometime the Scrutinizer submitted consolidated report on voting to the Chairman.

Thereafter, the Chairman informed the members that the Scrutinizer has submitted his consolidated report on voting (including both e-voting & poll). The Chairman announced that as per the report all the resolutions have been passed with requisite majority.

He thanked each member for attending the Annual General Meeting and stated that all business as per Notice have been transacted, the meeting stood concluded.

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For Shreyans Industries Limited.


Company Secretary

Sd/-
CHAIRMAN