



SARUP INDUSTRIES LTD.

Ref: - SIL/2016-17/SEC/60

Date: - 30.09.2016

To

General Manager
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai

Sub: Submission of Voting Results of 37th Annual General Meeting

Dear Sir,

In reference to the above said subject and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are hereby submitting the detail description of the 37th Annual General Meeting held on 29th September, 2016

Sr No.	Description					
A	Date of Annual General Meeting			29.09.2016		
B	Book Closure Date			23.09.2016		
C	Total No of Shareholders on Record Date			2103		
D	Number of Shareholders Present at the Meeting in person or through Proxy					
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% to Total Capital
	Promoter & Promoter group	2	0	2	1931854	59.39
	Public- Poll	174	7	181	32156	0.98
	E-voting	6	0	6	1246	0.05
	Total	182	7	189	1965256	60.42
E	Number of Shareholders attending the meeting through Video conferencing			-----		
	-----No Video Conferencing facility was made available-----					

Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Company was held on Thursday, 29th day of September, 2016 at 11:00 A.M at registered office of the company at P.O. Ramdaspora, Jalandhar-144003. The mode of Voting by the E-voting/Poll. The shareholders transacted the business as provided in Annexure I

Scrutinizer report pursuant to Section 109 of Companies Act, 2013 and Rules made thereunder is also enclosed herewith.

This is for your information and record.

Yours Sincerely
For SARUP INDUSTRIES LTD

CS Megha 
Company Secretary

P.O. Ramdaspora, JALANDHAR-144003, PUNJAB, (INDIA)

Tel.: 0091-181-2271556/7/8 Fax : 0091-181-2277557 E-mail : exports@bawastl.com

P.S.T./C.S.T.No. 32878719 TIN : 03091092466 CIN : L19113PB1979PLC004014

SARUP INDUSTRIES LIMITED
VOTING RESULTS

ANNEXURE-I

Agenda No-1 To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of the Directors and the Auditors thereon.								
Resolution required: Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution? NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2418500	0	0	0	0	0	0
	Poll	2418500	1931854	79.87	1931854	0	100	0
	Total	2418500	1931854	79.87	1931854	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	833900	1246	0.15	1246	0	100	0
	Poll	833900	32156	3.85	32156	0	100	0
	Total	833900	33402	4.01	33402	0	100	0
Total		3252400	1965256	60.42	1965256	0	100	0

For SARUP INDUSTRIES LTD

Megha
Company Secretary

SARUP INDUSTRIES LIMITED
VOTING RESULTS

Agenda No-2 To appoint a Director in place of Mr. Lajpat Sangwan (DIN: 07035654) who retires by rotation and being eligible, offers himself for re-election.								
Resolution required: Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution? NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2418500	0	0	0	0	0	0
	Poll	2418500	1931854	79.87	1931854	0	100	0
	Total	2418500	1931854	79.87	1931854	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	833900	1246	0.15	950	296	76.24	23.76
	Poll	833900	32156	3.85	32156	0	100	0
	Total	833900	33402	4.01	33106	296	99.11	0.88
Total		3252400	1965256	60.42	1964960	296	99.98	0.02

For SARUP INDUSTRIES LTD
Megha
Company Secretary

SARUP INDUSTRIES LIMITED
VOTING RESULTS

Agenda No-3 To ratify the appointment of M/s Y.K. SUD & CO. Chartered Accountants, to hold office from the conclusion of this Meeting, for 3 (Three) consecutive years till the conclusion of the 38th Annual General Meeting of the Company in the Calendar year 2017.								
Resolution required: Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution? NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2418500	0	0	0	0	0	0
	Poll	2418500	1931854	79.87	1931854	0	100	0
	Total	2418500	1931854	79.87	1931854	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	833900	1246	0.15	1246	0	100	0
	Poll	833900	32156	3.85	32156	0	100	0
	Total	833900	33402	4.01	33402	0	100	0
Total		3252400	1965256	60.42	1965256	0	100	0

For SARUP INDUSTRIES LTD
Megha
Company Secretary

SARUP INDUSTRIES LIMITED
VOTING RESULTS

Agenda No-4 To appoint Ms. Lissy Jacob (DIN: 07510795) as a Director, who was appointed as an Additional Director of the Company by the Board of Directors on May 5, 2016								
Resolution required: Ordinary (Special Business)								
Whether promoter/ promoter group are interested in the agenda/resolution? NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2418500	0	0	0	0	0	0
	Poll	2418500	1931854	79.87	1931854	0	100	0
	Total	2418500	1931854	79.87	1931854	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	833900	1246	0.15	1246	0	100	0
	Poll	833900	32156	3.85	32156	0	100	0
	Total	833900	33402	4.01	33402	0	100	0
Total		3252400	1965256	60.42	1965256	0	100	0

For SARUP INDUSTRIES LTD

Megha
Company Secretary

SARUP INDUSTRIES LIMITED
VOTING RESULTS

Agenda No-5 To appoint Mr. Simarjit Singh Bawa (DIN: 00851651) as a Managing Director of the Company.								
Resolution required: Ordinary (Special Business)								
Whether promoter/ promoter group are interested in the agenda/resolution? NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2418500	0	0	0	0	0	0
	Poll	2418500	1931854	79.87	1931854	0	100	0
	Total	2418500	1931854	79.87	1931854	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	833900	1246	0.15	950	296	76.24	23.76
	Poll	833900	32156	3.85	32156	0	100	0
	Total	833900	33402	4.01	33106	296	99.11	0.88
Total		3252400	1965256	60.42	1964960	296	99.98	0.02

For SARUP INDUSTRIES LTD

Megha
Company Secretary

SARUP INDUSTRIES LIMITED
VOTING RESULTS

Agenda No-6 To appoint Mr. Atamjit Singh Bawa (DIN: 00807400) as Chairman cum Whole-Time Director of the Company.								
Resolution required: Ordinary (Special Business)								
Whether promoter/ promoter group are interested in the agenda/resolution? NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2418500	0	0	0	0	0	0
	Poll	2418500	1931854	79.87	1931854	0	100	0
	Total	2418500	1931854	79.87	1931854	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	833900	1246	0.15	1246	0	100	0
	Poll	833900	32156	3.85	32156	0	100	0
	Total	833900	33402	4.01	33402	0	100	0
Total		3252400	1965256	60.42	1965256	0	100	0

For SARUP INDUSTRIES LTD

Company Secretary

SARUP INDUSTRIES LIMITED
VOTING RESULTS

Agenda No-7 To appoint Ms. Harnarinder Deep Kaur (DIN: 07592946) as an Independent Director.								
Resolution required: Ordinary (Special Business)								
Whether promoter/ promoter group are interested in the agenda/resolution? NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2418500	0	0	0	0	0	0
	Poll	2418500	1931854	79.87	1931854	0	100	0
	Total	2418500	1931854	79.87	1931854	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	833900	1246	0.15	950	296	76.24	23.76
	Poll	833900	32156	3.85	32156	0	100	0
	Total	833900	33402	4.01	33106	296	99.11	0.88
Total		3252400	1965256	60.42	1964960	296	99.98	0.02

For SARUP INDUSTRIES

Company Secretary

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 108, 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To

Chairman,
Sarup Industries Limited,
P.O. Ramdaspura,
Jalandhar

The 37th Annual General Meeting of the Equity Shareholders of Sarup Industries Limited Held on 29th September, 2016 at registered office at P.O. Ramdaspura, Jalandhar-144003, Punjab.

Dear Sir,

I, Rahul Sharma Partner of Puneet Oberoi & Co, Chartered Accountants, Jalandhar, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Sarup Industries Limited, held on 29.09.2016 at registered office at P.O Ramdaspura, Jalandhar,144003, Punjab

Submit report as under:

1. The E-Voting Period remain opened from 09.00 AM on Monday, 26.09.2016 upto 05.00 PM on Wednesday, 28.09.2016.
2. The notice was sent to all the members whose names appeared in the register of Members as on 25.08.2016, who are entitled to vote on the proposed 7 (Seven) resolution(s) mentioned in the Notice to the 37th Annual General Meeting of Sarup Industries Limited.
3. The Votes are unblocked on 29.09.2016 in the presence of two witnesses, namely Ms. Pushpanjali Arora and Ms. Nancy Arora, who are not in employment of the Company. A statement to that affect is enclosed herewith as Annexure A.
4. Thereafter, the detailed report was downloaded from the website of National Securities Depository Limited <https://www.evoting.nsdl.com>
5. As per the information provided to me, the Company has published the advertisement required under Rule 20(3) (v) of the Companies (Management and Administration) Rules, 2014, on the 26th August, 2016.
6. The voting at the time of AGM was conducted by Poll in my presence according to provisions as prescribed under the Companies Act, 2013 and Rules made therein.



The Consolidated results of the E voting and Poll are given below:

Resolution No 1: Item No 1 of the Notice of AGM

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Directors' and the Auditors' thereon.

Votes "In Favour" of the Resolution

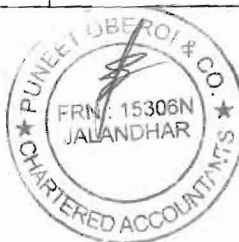
Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	6	1246	00.06
Voting through polling paper (in person or by proxy)	183	1964010	99.94
Total	189	1965256	100.00

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

"Invalid" Votes

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0



Resolution No 2: Item No 2 of the Notice of the AGM

To appoint a Director in place of Mr. Lajpat Sangwan (DIN: 07035654) who retires by rotation and being eligible, offers himself for re-election

Votes "In Favour" of the Resolution

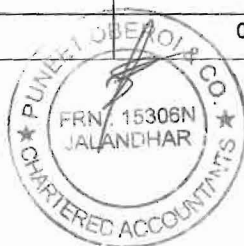
Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	5	950	00.05
Voting through polling paper (in person or by proxy)	183	1964010	99.94
Total	188	1964960	99.99

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	1	256	00.01
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	256	00.01

"Invalid" Votes

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0



Resolution No 3: Item No 3 of the Notice of the AGM

To ratify the appointment of Auditors to hold office from the conclusion of this Meeting, for 3 (Three) consecutive years till the conclusion of the 38th Annual General Meeting of the Company in the Calendar year 2017 and in this regard, to consider and, if thought fit, to pass, with or without modification (s) the following resolution thereof as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit & Auditors) Rules, 2014, M/s Y.K. Sud & Co. (Firm Registration No. 16875), Chartered Accountants, who were appointed as Auditors of the Company, to hold office from the conclusion of 35th Annual General Meeting, for three consecutive years until the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2017, be and is hereby ratified by the shareholders in this 37th Annual General Meeting of the Company and that they shall be paid such remuneration as fixed by the Board of Directors of the Company."

Votes "In Favour" of the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	6	1246	00.06
Voting through polling paper (in person or by proxy)	183	1964010	99.94
Total	189	1965256	100.00

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

"Invalid" Votes

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0



Resolution No 4: Item No 4 of the Notice of the AGM

To appoint Ms. Lissy Jacob (DIN: 07510795) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Ms. Lissy Jacob (DIN: 07510795) who was appointed as an Additional Director of the Company by the Board of Directors on May 05, 2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Lissy Jacob for the office of the Director of the Company, be and is hereby elected and appointed as an Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

Votes "In Favour" of the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	6	1246	00.06
Voting through polling paper (in person or by proxy)	183	1964010	99.94
Total	189	1965256	100.00

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

"Invalid" Votes

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0



Resolution No 5: Item No 5 of the Notice of the AGM

To approve the appointment of Mr. Simarjit Singh Bawa (DIN: 00851651) as Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment of Mr. Simarjit Singh Bawa (DIN: 00851651) as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director for a period of five years with effect from 1st October, 2016 to 30th September, 2021 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Simarjit Singh Bawa, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

Votes “In Favour” of the Resolution

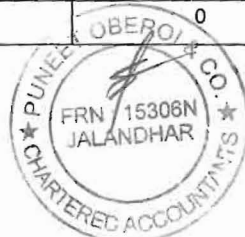
Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	5	950	00.05
Voting through polling paper (in person or by proxy)	183	1964010	99.94
Total	188	1964960	99.99

Votes “Against” the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	1	256	00.01
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	256	00.01

“Invalid” Votes

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0



Resolution No 6: Item No 6 of the Notice of the AGM

To approve the appointment of Mr. Atamjit Singh Bawa (DIN: 00807400) as a Whole-Time Director cum Chairman of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment of Mr. Atamjit Singh Bawa (DIN: 00807400) as a Whole-Time Director cum Chairman of the Company under the Companies Act, 2013 to be designated as Whole-Time Director for a period of five years with effect from 1st October, 2016 to 30th September, 2021 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Atamjit Singh Bawa, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

Votes "In Favour" of the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	6	1246	00.06
Voting through polling paper (in person or by proxy)	183	1964010	99.94
Total	189	1965256	100.00

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

"Invalid" Votes

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0



Resolution No 7: Item No 7 of the Notice of the AGM

To appoint Ms. Harnarinder Deep Kaur (DIN: 07592946) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Harnarinder Deep Kaur, who was appointed as Additional Independent Director of the Company by the Board of Directors on 13th August, 2016, and who holds office up to the date of this Annual General meeting, be and is hereby elected and appointed as an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, for a period of 5 (five) years with effect from 29th September, 2016 to 28th September, 2021 (both days inclusive).

Votes "In Favour" of the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	5	950	00.05
Voting through polling paper (in person or by proxy)	183	1964010	99.94
Total	188	1964960	99.99

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	1	256	00.01
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	256	00.01

"Invalid" Votes

Mode of Voting	Total number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

Thanking you,
For Puneet Oberoi & Co.
Chartered Accountants



Rahul Sharma
(Partner)
M No. 524870

COUNTERSIGNED BY

For Sarup Industries Ltd.

Place-Jalandhar
Date: 30.09.2016

Ms. Lissy Jacob
(Din: 07510795)

[Signature]
Director

**STATEMENT OF WITNESS AS REQUIRED TO BE
PRESENT UNDER RULE 20 (3) (XI) OF COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014**

WITNESS 1

I, Pushpanjali Arora D/o Sh. Davinder Kumar Arora R/o E Q-69 Pacca Bagh, Jalandhar-144001, hereby state that, I witnessed the unblocking of the votes on the website www.evoting.nsdl.com, when Mr. Rahul Sharma, Scrutinizer appointed by the Sarup Industries Limited, unblocked the same. I further state that I am not an employee of Sarup Industries Limited.

Place: Jalandhar

Date: 29.09.2016

Sign: 

WITNESS 2

I, Nancy Arora w/o Sh. Ishaan Arora R/o 457- Jalandhar Kunj, Jalandhar, hereby state that, I witnessed the unblocking of the votes on the website www.evoting.nsdl.com, when Mr. Rahul Sharma, Scrutinizer appointed by the Sarup Industries Limited, unblocked the same. I further state that I am not an employee of Sarup Industries Limited.

Place: Jalandhar

Date: 29.09.2016

Sign: 