



An IS/ISO 9001, An IS/ISO 14001
& IS: 18001 Company



SURYA ROSHNI LIMITED

CIN - L31501HR1973PLC007543

2nd Floor, Padma Tower-1, Rajendra Place, New Delhi-110 008

Ph.: +91-11-25810093-96, 47108000 Fax : +91-11-25789560

E-mail : cs@surya.in Website : www.surya.co.in

SRL/21-22/40

June 19, 2021

The Secretary

The Stock Exchange, Mumbai

New Trading Ring, 14th Floor,

Rotunda Building, P.J.Towers,

Dalal Street, Fort,

MUMBAI - 400 001

Scrip Code: 500336

The Manager (Listing Department)

The National stock Exchange of India Ltd

Exchange Plaza, 5th floor

Plot No. C/1, G Block

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

NSE Symbol: SURYAROSNI

**Ref. : Rule 20 of the Companies (Management and Administration) Rules, 2014
as amended Companies (Management and Administration) Rules, 2015**

**Sub. : Scrutinizer Report carried details of Voting Result on the Resolution(s) passed
at the Extra Ordinary General Meeting of the Company conducted through
Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') on 19th June,
2021 at 11:30 A.M**

Sir,

This has reference to the captioned Rule, please find enclosed herewith, the Report of Scrutinizer carried details of voting result on the resolutions passed at the Extra Ordinary General Meeting (EGM) of the Company held on 19th June, 2021 at 11.30 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

You are requested to kindly take the same in your records.

Thanking you,

Yours sincerely,

for Surya Roshni Limited

B.B. SINGAL

Sr. V.P & Company Secretary

Encl : a/a



Copy to: National Securities Depository Ltd.

Trade World, 4th Floor,

Kamala Mills Compound

Senapati Bapat Marg, Lower Parel,

Mumbai - 400 013

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as amended]

To.

The Chairman
Extra Ordinary General Meeting
SURYA ROSHNI LIMITED.
CIN: L31501HR1973PLC007543

Dear Sir,

Sub. : Consolidated Scrutinizer's Report on remote E-voting conducted prior to the Extra-Ordinary General meeting (EGM) of Equity Shareholders of Surya Roshni Limited (CINL31501HR1973PLC007543) ("the Company") held on Saturday, 19TH June, 2021 at 11.30 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Method ('OAVM') and E-voting during the EGM pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, & read with amendment thereto and Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) as amended

I, D.P Gupta, Company Secretary in Practice, Proprietor of SGS ASSOCIATES, Company Secretaries (M.N. FCS 2411 C P. No. 1509) Firm having office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer by the Board of Directors of Surya Roshni Limited ("the Company") pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, for the purpose of Scrutinizing the remote E-voting and E-voting during EGM in a fair and transparent manner and ascertaining the requisite majority on carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), through VC/OAVM.



The EGM Notice dated 25th May, 2021 as confirmed by the Company, was sent to the Equity shareholders in respect of the below mentioned resolutions passed at the EGM of the Company through electronic mode to those members whose email addresses are registered with the Company/Depositories. The emails were sent in compliance with the MCA Circular No. 20/2020 dated May 5, 2020 read with circulars 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated 5th May 2020, 22/2020 dated June 15, 2020 and 02/2021 dated 13th January 2021 (collectively referred as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021.

I, submit our report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and E-Voting at the EGM on the Resolutions contained in the notice to the EGM of the Members of the Company.

Scrutinizer's Responsibility

2. My responsibility as scrutinizer for the voting process through electronic means (i.e. by remote E-voting and Poll through E-voting process at the EGM) is restricted to make the Consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e voting system provided by NSDL, the agency authorized under the Rules and engaged by the Company to provide E-voting facilities for voting through electronic means (i.e. by Remote E-voting and E-voting at the EGM).
3. The Company had availed the E-voting facility offered by National Securities Depository Limited ('NSDL') for conducting the remote e-voting by the shareholders of the Company before the EGM.

The remote E-voting period remained open from 15th June, 2021 (9:00 a.m.) to 18th June, 2021 (5:00 p.m.) and E-voting at the EGM remained opened on 19th June, 2021 (11:35 a.m.) to till the conclusion of the EGM and 15 minutes thereafter i.e. up to 12.14 p.m.



4. The shareholders holding shares as on the "cut off" date i.e. 12th June, 2021 were entitled to vote on the proposed resolutions (item no.1 to 3) as set out in the Notice of Extra Ordinary General Meeting (EGM) of Surya Roshni Limited
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of www.evoting.nsdl.com.
6. The total number of votes received (Electronic) are mentioned against each resolution below:

The results of the voting are as under:

A) Resolution-1: Approval of Surya Roshni Limited Employees Stock Option Scheme-2021: Special Resolution

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of valid votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	171	3,86,08,886	99.22
E-Voting at the EGM	1	50	0 (Rounded off)
Total	172	3,86,08,936	99.22

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of valid votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	20	3,04,305	0.78
E-Voting at the EGM	0	0	0
Total	20	3,04,305	0.78

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(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
NIL	NA

B) Resolution-2: Approval of Acquisition of Equity Shares by way of secondary acquisition under Surya Roshni Limited Employees Stock Option Scheme-2021: Special Resolution

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of valid votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	169	3,86,08,400	99.22
E-Voting at the EGM	1	50	0(Rounded off)
Total	170	3,86,08,450	99.22

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of valid votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	21	3,04,306	0.78
E-Voting at the EGM	0	0	0
Total	21	3,04,306	0.78

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
NIL	NA



C) Resolution-3: Approval of Provision of money by the Company for purchase of its own shares by the Trust for the benefit of employees under Surya Roshni Limited Employees Stock Option Scheme-2021: Special Resolution

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of valid votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	169	3,86,08,400	99.22
E-Voting at the EGM	1	50	0(Rounded off)
Total	170	3,86,08,450	99.22

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of valid votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	21	3,04,306	0.78
E-Voting at the EGM	0	0	0
Total	21	3,04,306	0.78

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
NIL	NA

7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Extra Ordinary General Meeting (EGM) and the same are handed over to the Company Secretary for safe keeping.



8. Restriction on use

The report has been issued at the request of the Company for (i) submission to the Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of National Securities Depository Limited (NSDL). This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

Thanking You,

Yours faithfully,

For SGS Associates

Company Secretaries

Firm Regn. No. S2002DE058200




CSD P Gupta
(Proprietor)
(Practicing Company Secretary)
FCS 2411
CP 1509

Place: New Delhi

Dated: 19/06/2021

ICSI UDIN No.- F002411C000487731

PR- 1194/2021



Countersigned by
(Chairman)

19/06/2021