



# SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

2nd Floor, Padma Tower-1, Rajendra Place, New Delhi-110 008 (India)  
Ph.: +91-11-25810093-96, 47108000 Fax : +91-11-25789560  
E-mail : cs@surya.in Website : www.surya.co.in

SRL/ 23-24/49  
December 27, 2023

**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, 5<sup>th</sup> floor  
Plot No. C/1, G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051  
NSE Symbol: SURYAROSNI

**Sub.: Scrutinizer's Report on e – voting of Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014.**

Sir,

This has reference to the captioned Rule, please find enclosed herewith, the Report of Scrutinizer dated 27<sup>th</sup> December, 2023 carried details of voting result on the resolution passed through Postal Ballot by shareholders through remote voting in respect of the items stated in the Postal Ballot Notice dated 2<sup>nd</sup> November, 2023.

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

Thanking you,

Yours sincerely,  
for Surya Roshni Limited

**B.B. SINGAL**  
**CFO & Company Secretary**

Encl : a/a

**Copy to: National Securities Depository Ltd.**  
Trade World, 4<sup>th</sup> Floor,  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS**  
**(THROUGH REMOTE E-VOTING)**  
**FOR**  
**SURYA ROSHNI LIMITED**

To,  
The Chairman  
**Surya Roshni Limited**  
CIN: L31501HR1973PLC007543  
Prakash Nagar, Sankhol,  
Bahadurgarh – 124507, Haryana

Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot Process**

I, Ankit Singhi, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of **Surya Roshni Limited** ("the Company") on November 2, 2023, for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolution mentioned in the notice of Postal Ballot dated November 02, 2023 ("**Notice**") under the provisions of Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("**Rules**") and in accordance with the terms of General Circular Nos. 14/2020 dated April 8, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (collectively referred to as the "**MCA Circulars**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations, 2015**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the following resolutions forming part of the Notice:-



CORPORATE OFFICE

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S.No.	Type of Resolution	Particulars
1.	Special Resolution	To consider and approve an increase in remuneration payable to Mr. Jai Prakash Agarwal, Executive Chairman
2.	Ordinary Resolution	To consider and approve an increase in remuneration payable to Mr. Raju Bista, Managing Director
3.	Special Resolution	To consider and approve an increase in remuneration payable to Mr. Vinay Surya, Managing Director


In connection with the above-referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as received from MAS Services Limited (“RTA”) as on Friday, November 17, 2023 (“cut-off date”).
2. The Company completed the dispatch of Notice by e-mail on Thursday, November 23, 2023. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published an advertisement in Business Standard (English as well as Hindi language), newspaper(s) on Friday, November 24, 2023, regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Monday, November 27, 2023 from 9:00 A.M. (IST) onwards and ended on Tuesday, December 26, 2023, 5:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by National Security Depositories Limited (“Authorized Agency”) to provide remote e-voting facility viz.: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolution as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The remote e-voting was unblocked on Tuesday, December 26, 2023, after 5:00 PM (IST) in the presence of two witnesses who are not in employment of the Company.



7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolution were derived from the report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for resolution set out in said Notice, and all votes cast up to Tuesday, December 26, 2023, 5:00 P.M. (IST), i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.
9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in Annexure A.
10. For preparation of this report, Permanent Account Number (PAN) based consolidation of folios has been done.
11. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.
12. Based on such results, I hereby certify that the resolutions as set out in Notice have been approved and passed by the requisite consent of the members.
13. The resolutions specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Tuesday, December 26, 2023.

Countersigned by

  
27/12/2023  
Authorised Signatory  
Surya Roshni Limited  
B. B. SINGAZ  
CFO & COMPANY SECRETARY

Thanking You  
For PI & Associates  
Company Secretaries



Ankit Singhi  
Partner

FCS No.: 11685

C P No.: 16274

PR: 1498/2021

UDIN: F011685E003043153

Date: December 27, 2023

Place: New Delhi

**Annexure- A**

Item No. 1: To consider and approve an increase in remuneration payable to Mr. Jai Prakash Agarwal, Executive Chairman

Type of Resolution: Special Resolution

Particulars	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	247	7,14,21,614	94.8593	124	38,70,570	5.1407	Nil	
Postal Ballot	Not Applicable							
Total	247	7,14,21,614	94.8593	124	38,70,570	5.1407	Nil	

Result: The special resolution has been passed with requisite consent.



**Item No. 2:** To consider and approve an increase in remuneration payable to Mr. Raju Bista, Managing Director

**Type of Resolution:** Ordinary Resolution

Particulars	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	246	7,14,59,631	94.9130	123	38,29,967	5.0870	Nil	
Postal Ballot	Not Applicable							
<b>Total</b>	<b>246</b>	<b>7,14,59,631</b>	<b>94.9130</b>	<b>123</b>	<b>38,29,967</b>	<b>5.0870</b>	<b>Nil</b>	

**Result:** The ordinary resolution has been passed with requisite consent.



**Item No. 3:** To consider and approve an increase in remuneration payable to Mr. Vinay Surya, Managing Director

**Type of Resolution:** Special Resolution

Particulars	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	245	7,14,19,101	94.8592	124	38,70,497	5.1408	Nil	
Postal Ballot	Not Applicable							
<b>Total</b>	<b>245</b>	<b>7,14,19,101</b>	<b>94.8592</b>	<b>124</b>	<b>38,70,497</b>	<b>5.1408</b>	<b>Nil</b>	

**Result:** The special resolution has been passed with requisite consent.

