



# SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

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**SRL/se/19-20/28**  
**September 05, 2019**

**The Secretary**  
**The Stock Exchange, Mumbai**  
New Trading Ring, 14th Floor,  
Rotunda Building, P.J.Towers,  
Dalal Street, Fort,  
**MUMBAI - 400 001**

**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 – 400 051**

**Ref.: PROCEEDINGS OF 46<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 04<sup>TH</sup> SEPTEMBER, 2019 UNDER REGULATION 30 READ WITH CLAUSE 13 OF PART- A OF SCHEDULE - III OF SEBI ( LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REFERRED TO AS 'LISTING REGULATIONS'**


Sir,

This has reference to the captioned Regulation of the Listing Regulations, please find enclosed herewith, the proceedings of the 46<sup>th</sup> Annual General Meeting of the Company held on 04<sup>th</sup> September, 2019 at 11: 00 AM. at the Registered Office of the Company.

Hope you find the above in order. Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,  
for Surya Roshni Limited

  
**B.B. SINGAL**  
Sr. V.P & Company Secretary



**Enclosed: as above**

## **SURYA ROSHNI LIMITED**

**PROCEEDINGS OF FORTY SIXTH ANNUAL GENERAL MEETING OF SURYA ROSHNI LIMITED HELD ON 4<sup>TH</sup> SEPTEMBER, 2019 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PRAKASH NAGAR, SANKHOL, BAHADURGARH, HARYANA – 124 507.**

### **PRESENT: -**

#### **DIRECTORS:**

- Sh. K. K. Narula : Independent Director;  
Chairman (Audit Committee and Stakeholder's Relationship Committee)
- Sh. Raju Bista : Managing Director

Due to Pre-Occupations, other Directors namely - Sh. Jai Prakash Agarwal, Smt. Urmil Agarwal, Sh. Vinay Surya, Sh. Ravinder Kumar Narang, Sh. T S Bhattacharya, Sh. S K Awasthi, Sh. S S Khurana, Sh. Sunil Sikka and Sh. Kaustubh Narsinh Karmarkar expressed their inability to attend the meeting.

#### **MEMBERS :**

In Person : 116

By Proxy : Nil

Corporate members through authorised representatives: 18

#### **IN ATTENDANCE :**

- Sh. B. B. Singal : Sr.V.P & Company Secretary

#### **IN PRESENCE**

- Sh. Ashok Kumar : Statutory Auditors' - M/s.  
Ashok Kumar Goyal & Co
- Sh. R N Maloo : Executive Director & GCFO
- Sh. D P Gupta : Scrutinizer- S G S Associates

### **CHAIRMAN: -**

Sh. K. K. Narula Director elected as Chairperson of the meeting as per Article 60 of the Articles of the Company and took the Chair.

### **REGISTER U/s 170:**

The Register of Directors' shareholding pursuant to Section 170 of the Companies Act, 2013 was kept open and accessible during the continuance of the meeting to the persons having the right to attend the meeting.



## **QUORUM:**

The Chairman extended a welcome to the members present at the meeting and having found the quorum present, declared the meeting properly constituted.

## **CHAIRMAN'S SPEECH:**

The Chairman of the meeting gave a detailed account of the performance of the Company during the year under review as well as the year previous to its vis-à-vis the global economic scenario of the industry. He also talked about the future prospects of the Company.

## **NOTICE:**

With the consent of the members present, the notice convening the meeting, the financial statements (Standalone and Consolidated) and the Directors' Report thereon for the year ended 31<sup>st</sup> March, 2019, having been circulated already were taken as read.

The Chairman thereafter directed Shri B. B. Singal, Sr. V.P & Company Secretary, to read out the Auditors' Report and Shri B. B. Singal read the same.

Thereafter, Chairman informed the house that as per the provisions of Section 107 of the Companies Act, 2013 ("the Act"), Voting by Show of hands is not permitted as provisions of Section 108 of the Act related to Electronic-voting are applicable on the Company. Now as per the provisions of Section 109 of the Act, read with Rule 21 of the Companies (Management and Administration) Rules, 2014, a Poll is conducted on all resolutions as set out in the notice for those members who had not had earlier exercised their Remote Electronic-Voting right on the resolutions specified in the Annual General Meeting Notice. The resolutions on which Poll is conducted are as follows:

Sl. No.	Description	Resolution Required
<b>ORDINARY BUSINESS</b>		
1.	Adoption of Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and the Report of Directors' and Auditors thereon.	Ordinary
2.	Declaration of Equity Dividend of Rs. 2/- each on the paid up Share Capital of the Company as at 31st March, 2019.	Ordinary
3.	Re-Appointment of Smt. Urmil Agarwal (DIN - 00053809) who retires by rotation.	Ordinary
<b>SPECIAL BUSINESS</b>		
4.	Consent for Mortgage of Properties u/s 180(1)(a) of the Companies Act, 2013.	Special
5.	Approval of Re-appointment and Remuneration of Shri Raju Bista (DIN - 01299297) as Managing Director of the Company for a period of five years as per the provisions of the Companies Act, 2013.	Ordinary
6.	Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y - 2019-20, in compliance to the provision of the Companies Act, 2013.	Ordinary



7.	Re-Appointment of Shri Krishan Kumar Narula (DIN – 00098124) for Second term as an Independent Director of the Company for the period of three years as per the provisions of the Companies Act, 2013.	Special
8.	Re-Appointment of Shri Ravinder Kumar Narang (DIN – 02318041) for Second term as an Independent Director of the Company for the period of three years as per the provisions of the Companies Act, 2013.	Special
9.	Re-Appointment of Shri Tara Sanakar Sudhir Bhattacharya (DIN – 00157305) for Second term as an Independent Director of the Company for the period of five years as per the provisions of the Companies Act, 2013.	Special
10.	Re-Appointment of Shri Sudhanshu Kumar Awasthi (DIN – 02162923) for Second term as an Independent Director of the Company for the period of three years as per the provisions of the Companies Act, 2013.	Special
11.	Re-Appointment of Shri Surendra Singh Khurana (DIN – 02126149) for Second term as an Independent Director of the Company for the period of five years as per the provisions of the Companies Act, 2013.	Special
12.	Approval for Adoption / substitution / deletion / alteration of Memorandum of Association of the Company in substitution of existing Memorandum of Association of the Company as per the provisions of the Companies Act, 2013.	Special

The Chairman, then requested the Scrutinizer SGS Associates to regulate / monitor the Polling process / Papers as distributed to the members and proxies present at the meeting who had not exercised their right earlier and to keep a record of the polling papers received in a poll, by initialling it. Scrutinizer are further required to comply Rule 21 of Companies (Management and Administration) Rules, 2014 in regard to polling process and submit its report to me.

As directed by the Chairman, Scrutinizer SGS Associates regulate the Polling process at the meeting as specified in Rule 21 of Companies (Management and Administration) Rules, 2014. Scrutinizer in the presence of members locked and sealed the empty polling box to be used for polling process.

After the poll is over Scrutinizer unblocked the Polling Box in the presence of two witnesses Mr. Tarun Mangla R/o D-23 Pushpanjali Enclave, Piam Pura, Delhi- 110034 and Mr. Tony Bhatia R/o 2595 Sector 16 Market, Faridabad – 121002 who are not in the employment of the company.

Chairman then informed the house that the results on the resolutions for which the voting was conducted will be declared on receipt of the report from the scrutinizer and the same be placed on the website of the company at [www.surya.co.in](http://www.surya.co.in).

There being no other Business to transact, the Chairman declared the conclusion of the agenda and thanked the House for Participation.

#### **VOTE OF THANKS**

With a vote of thanks to the Chair proposed by Shri Arun Kumar Pandit and seconded by Shri Naresh Kumar Sharma the Forty Sixth Annual General Meeting of the Company concluded at 11:40 AM



Thereafter, Scrutinizer, SGS Associates counted the votes cast on poll and Remote e-voting separately and prepare its report accordingly and thereby submitted its report to the Chairman for their counter sign.

Chairman after going through the Scrutinizer report, countersigned the same and declared the results accordingly. The details are as follows:

**(A) ORDINARY BUSINESS :**

**ITEM NO.1 : - Adoption of Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and the Report of Directors' and Auditors thereon**

**Resolution Required : Ordinary**

**“RESOLVED THAT** the audited Financial Statements including Consolidated Financial Statements of the Company comprising the Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date along with the Directors' Report and Auditors' Report thereon be and the same are hereby received, approved and adopted.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

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	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	20,88,305	5,72,529	27.42	5,72,529	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-



	<b>Total</b>		<b>5,72,529</b>	<b>27.42</b>	<b>5,72,529</b>	-	<b>100.00</b>	-
Public- Non Institutions	E-Voting	1,80,96,925	34,59,404	19.12	34,59,404	-	100.00	-
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,765</b>	<b>26.22</b>	<b>47,44,765</b>	-	<b>100.00</b>	-
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,41,038</b>	<b>7,26,737</b>	<b>3,95,41,038</b>	-	<b>100.00</b>	-
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

**ITEM NO.2: - Declaration of Equity Dividend of Rs. 2/- each on the paid up Share Capital of the Company as at 31st March, 2019**

**Resolution Required : Ordinary**

“RESOLVED THAT as recommended by the Board of Directors, a dividend of Rs. 2.00 per share on the paid-up equity share capital of the Company for the year ended 31<sup>st</sup> March, 2019 be and is hereby declared out of the profits of the Company as per the following details:

- On the paid-up Equity Share Capital of Rs.5,44,08,974 for the full year Rs.10,88,17,948

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Rs. 10,88,17,948  
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**AND THAT** the same be paid to the shareholders whose names appear on the company's register of members and/or the register of beneficial owners maintained by the depository as at the record date of 28<sup>th</sup> August, 2019 .”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	-	<b>100.00</b>	-
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	6,02,894	-	100.00	-



	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>6,02,894</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,57,969	19.11	34,57,969	-	100.00	-
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,43,330</b>	<b>26.21</b>	<b>47,43,330</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,69,968</b>	<b>72.7269</b>	<b>3,95,69,968</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

**ITEM NO.3 :- REAPPOINTMENT OF SMT URMIL AGARWAL (DIN-00053809)  
AS DIRECTOR OF THE COMPANY RETIRE BY ROTATION**

**Resolution Required : Ordinary**

**“RESOLVED THAT** Smt. Urmil Agarwal having DIN - 0005380 who retires by rotation and being eligible, offers herself for reappointment, be and is hereby re-appointed as the Director of the Company.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutions	E-Voting	20,88,305	6,02,894	28.87	53,850	5,49,044	8.93	91.07
	Poll		-	-	-	-	-	



	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>53,850</b>	<b>5,49,044</b>	<b>8.93</b>	<b>91.07</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,59,404	19.12	34,57,843	1,561	99.95	0.05
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,765</b>	<b>26.22</b>	<b>47,43,204</b>	<b>1,561</b>	<b>99.97</b>	<b>0.03</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,71,403</b>	<b>72.7296</b>	<b>3,90,20,798</b>	<b>5,50,605</b>	<b>98.61</b>	<b>1.39</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

**(B) SPECIAL BUSINESS:**

**ITEM NO.4: - CONSENT U/S 180(1)(a) OF THE COMPANIES ACT, 2013**

**Resolution Required : Special**

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company or a committee of Directors authorised by the Board in this behalf for creating such mortgage and/or charge of all the immovable and movable properties of the Company where so ever situated, present and future and the whole of the undertaking of the Company in favour of IDBI Bank Limited and / or Punjab National Bank, acting for itself and as an agent of Banks / Financial Institutions to secure:

- a) Term Loan of Rs. 2500 lakh (Rupees Two thousand five hundred lakh only) lent and advanced by Canara Bank (CB) to the Company.
- b) Term Loan of Rs. 2500 lakh (Rupees Two thousand five hundred lakh only) lent and advanced by Export – Import Bank of India (EXIM) to the Company.
- c) The Working Capital Limits including CEL Limits for forward cover of Rs 231332 lakh, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank, IDBI Bank Ltd., Canara Bank, HDFC Bank Limited, Bank of Baroda, DCB Bank Limited and Union Bank of India to the Company,

together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India, Punjab National Bank, IDBI Bank Ltd., Canara Bank, HDFC Bank Limited, Bank of Baroda, DCB Bank Limited, Union





Bank of India and Export Import Bank of India under Loan Agreements entered into/to be entered into by the Company in respect of the aforesaid loans.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee of Directors authorised by the Board in this behalf be and is hereby authorised to finalise all agreement(s) for creating mortgage and/or charge as aforesaid and to do all such acts, deeds and matter as may be necessary or expedient for giving effect to the above resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	1,39,806	4,63,088	23.19	76.81
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>1,39,806</b>	<b>4,63,088</b>	<b>23.19</b>	<b>76.81</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,58,791	19.11	34,56,182	2,609	99.92	0.08
	Poll		12,85,361	7.10	12,85,336	25	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,152</b>	<b>26.22</b>	<b>47,41,518</b>	<b>2,634</b>	<b>99.94</b>	<b>0.06</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,70,790</b>	<b>72.73</b>	<b>3,91,05,068</b>	<b>4,65,722</b>	<b>98.82</b>	<b>1.18</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**



**ITEM NO.5: - Approval for Re-appointment and Remuneration of Shri Raju Bista (DIN – 01299297) as Managing Director of the Company for the period of five years as per the provisions of the Companies Act, 2013.**

**Resolution Required : Ordinary**

**“RESOLVED THAT** in accordance with the provisions of Section 196,197,198,200, 203 and Schedule V and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification or any amendment or any substitution or reenactment thereof for the time being in force, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as recommended by Nomination and Remuneration Committee (NRC), approval of the members of the Company be and is hereby accorded to the reappointment of, Shri Raju Bista (DIN – 01299297) as the Managing Director of the Company for a period of five years commencing from 14th November, 2018 to 13th November, 2023, on terms and conditions as set out in the statement annexed to this notice.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Raju Bista remuneration payable as aforesaid shall be the minimum remuneration subject to the compliance of Section 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors including the Nomination and Remuneration Committee of the Company be and are hereby authorised to modify the terms and condition of appointment of Shri Raju Bista including but not limited to enhance, enlarge , alter or vary the scope and quantum of remuneration , perquisites, benefits and amenities payable to Shri Raju Bista in the light of the further progress of the Company which revision should be in conformity with any amendments to the relevant provisions of the Act and /or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time.

**RESOLVED FURHTER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	-	-	-	-	-



	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutions	E-Voting	20,88,305	6,02,894	28.87	6,02,894	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>6,02,894</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,59,404	19.12	34,57,343	2,061	99.94	0.06
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,765</b>	<b>26.22</b>	<b>47,42,704</b>	<b>2,061</b>	<b>99.96</b>	<b>0.04</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,71,403</b>	<b>72.7296</b>	<b>3,95,69,342</b>	<b>2,061</b>	<b>99.99</b>	<b>0.01</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

**ITEM NO. 06 - Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2019-20, in compliance to the provisions of the Companies Act, 2013.**

**Resolution Required : Ordinary**

“RESOLVED THAT pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, the Cost Auditor M/s R J Goel & Co. (a Cost Audit firm FRN:000026) appointed by the Board of directors of the Company to conduct the audit of its cost records for the financial year ending 31st March, 2020 at a remuneration of Rs.5,00,000 (Rupees Five lakh only) be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to be and is hereby ratified do all such acts, deeds, matters, things and take all such steps as may be necessary desirable or expedient to give effect to this resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**



Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	6,02,894	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>6,02,894</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,59,404	19.12	34,57,944	1,460	99.96	0.04
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,765</b>	<b>26.22</b>	<b>47,43,305</b>	<b>1,460</b>	<b>99.97</b>	<b>0.03</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,71,403</b>	<b>72.7296</b>	<b>3,95,69,943</b>	<b>1,460</b>	<b>100.00</b>	<b>0.00</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

**ITEM NO. 07: Approval for Re - Appointment of Shri Krishan Kumar Narula (DIN – 00098124) for Second term as an Independent Director of the Company for the period of three years as per the provisions of the Companies Act, 2013**

**Resolution Required : Special**

**“RESOLVED THAT** in accordance with the provisions of Section 149, 150 , 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Sh. Krishan Kumar



Narula (DIN – 00098124), aged 80 years, who was appointed as an Independent Director upto 4th September, 2019, being eligible, be and is hereby re-appointed as Non-executive; Independent Director not liable to retire by rotation and to hold office for a second term of three consecutive years w.e.f 5th September, 2019 to 4th September, 2022 on the Board of the Company.

**RESOLVED FURHTER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	4,63,088	1,39,806	76.81	23.19
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>4,63,088</b>	<b>1,39,806</b>	<b>76.81</b>	<b>23.19</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,59,404	19.12	23,61,412	10,97,992	68.26	31.74
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,765</b>	<b>26.22</b>	<b>36,46,773</b>	<b>10,97,992</b>	<b>76.86</b>	<b>23.14</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,71,403</b>	<b>72.7296</b>	<b>3,83,33,605</b>	<b>12,37,798</b>	<b>96.87</b>	<b>3.13</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**



**ITEM NO. 8: Approval for Re – Appointment of Shri Ravinder Kumar Narang (DIN – 02318041) for Second term as an Independent Director of the Company for the period of three years as per the provisions of the Companies Act, 2013.**

**Resolution Required : Special**

**“RESOLVED THAT** in accordance with the provisions of Section 149, 150 , 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Sh. Ravinder Kumar Narang (DIN – 02318041), aged 80 years who was appointed as an Independent Director upto 4th September, 2019, being eligible, be and is hereby re-appointed as Non-executive; Independent Director not liable to retire by rotation and to hold office for a second term of three consecutive years w.e.f 5th September, 2019 to 4th September, 2022 on the Board of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	4,63,088	1,39,806	76.81	23.19
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>4,63,088</b>	<b>1,39,806</b>	<b>76.81</b>	<b>23.19</b>



Public- Non Institutions	E-Voting		34,59,404	19.12	23,61,422	10,97,982	68.26	31.74
	Poll	1,80,96,925	12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,765</b>	<b>26.22</b>	<b>36,46,783</b>	<b>10,97,982</b>	<b>76.86</b>	<b>23.14</b>
	<b>Total</b>	5,44,08,974	3,95,71,403	72.7296	3,83,33,615	12,37,788	96.87	3.13
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

**ITEM NO. 09: Approval for Re – Appointment of Shri Tara Sanakar Sudhir Bhattacharya (DIN– 00157305) for Second term as an Independent Director of the Company for the period of five years as per the provisions of the Companies Act, 2013.**

**Resolution Required : Special**

“RESOLVED THAT in accordance with the provisions of Section 149, 150 , 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force Sh. Tara Sankar Sudhir Bhattacharya (DIN – 00157305) aged 71 years who was appointed as an Independent Director upto 4th September, 2019, being eligible, be and is hereby re-appointed as Non-executive; Independent Director not liable to retire by rotation and to hold office for a second term of five consecutive years w.e.f 5th September, 2019 to 4th September, 2024 on the Board of the Company for the Second term.

RESOLVED FURHTER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100



Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	5,43,903	58,991	90.22	9.78
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>5,43,903</b>	<b>58,991</b>	<b>90.22</b>	<b>9.78</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,58,791	19.11	23,60,809	10,97,982	68.26	31.74
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,152</b>	<b>26.22</b>	<b>36,46,170</b>	<b>10,97,982</b>	<b>76.86</b>	<b>23.14</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,70,790</b>	<b>72.7284</b>	<b>3,84,13,817</b>	<b>11,56,973</b>	<b>97.08</b>	<b>2.92</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

**ITEM NO. 10: Approval for Re-Appointment of Shri Sudhanshu Kumar Awasthi (DIN – 02162923) for Second term as an Independent Director of the Company for the period of three years as per the provisions of the Companies Act, 2013**

**Resolution Required : Special**

**“RESOLVED THAT** in accordance with the provisions of Section 149, 150 , 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Sh. Sudhanshu Kumar Awasthi (DIN – 02162923) aged 74 years who was appointed as an Independent Director upto 4th September, 2019, being eligible, be and is hereby re-appointed as Non-executive; Independent Director not liable to retire by rotation and to hold office for a second term of three consecutive years w.e.f 5th September, 2019 to 4th September, 2022 on the Board of the Company.





**RESOLVED FURHTER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	-	6,02,894	-	100.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>-</b>	<b>6,02,894</b>	<b>-</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,59,404	19.12	23,61,422	10,97,982	68.26	31.74
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,765</b>	<b>26.22</b>	<b>36,46,783</b>	<b>10,97,982</b>	<b>76.86</b>	<b>23.14</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,71,403</b>	<b>72.7296</b>	<b>3,78,70,527</b>	<b>17,00,876</b>	<b>95.70</b>	<b>4.30</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

**ITEM NO. 11: Approval for Re-Appointment of Shri Surendra Singh Khurana (DIN – 02126149) for Second term as an Independent Director of the Company for the period of five years as per the provisions of the Companies Act, 2013**

**Resolution Required : Special**



**“RESOLVED THAT** in accordance with the provisions of Section 149, 150 , 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Sh. Surendra Singh Khurana having (DIN – 02126149) who was appointed as an Independent Director upto 4th Spetember, 2019, being eligible, be and is hereby re-appointed as Non-executive; Independent Director not liable to retire by rotation and to hold office for a second term of five consecutive years w.e.f 5th September, 2019 to 4th September, 2024 on the Board of the Company.

**RESOLVED FURHTER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting** as below:

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	34223744	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	6,02,894	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>6,02,894</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,59,404	19.12	34,57,944	1460	99.96	0.04
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,765</b>	<b>26.22</b>	<b>47,43,305</b>	<b>1460</b>	<b>99.97</b>	<b>0.03</b>



Total	5,44,08,974	3,95,71,403	72.7296	39569943	1460	100.00	0.00
Whether resolution is Pass or Not.						Yes	

**Result : Passed with requisite majority**

**ITEM NO. 12: Approval for Adoption / substitution / deletion / alteration of Memorandum of Association of the Company in substitution of existing Memorandum of Association of the Company as per the provisions of the Companies Act, 2013**

**Resolution Required : Special**

**“RESOLVED THAT** pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the necessary approval of the Central Government or any other statutory authority(ies), if any required in this behalf, the consent of the members be and be and is hereby accorded for effecting the following alterations in the existing Memorandum of Association (the “MOA”) of the Company by substitution/deletion of certain clauses in the following manner:-

- i) Sub-heading III(A) “THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE” be substituted by the new sub-heading “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”.
- ii) Sub-heading III(B) “OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS are” be substituted by the new sub-heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”.
- iii) Under sub-clause 3A, 10A and 19 of Clause III(B)”, the words “Companies Act, 1956” be substituted with the words “the Companies Act, 2013”.
- iv) Under sub-clause 13 of Clause III(B)”, the words “subject to Section 76 of the Companies Act, 1956” be substituted with the words “subject to provisions of the Companies Act, 2013”.
- v) The existing Clause III(C) comprising sub clauses 1 to 4 be and is hereby deleted permanently.
- vi) The existing Liability Clause i.e. Clause (IV) shall be substituted by the following

“IV. The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/ representative and/or any other person so authorised by the Board, be hereby authorised on behalf of the Company to do all such acts, deeds,



matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	3,42,23,744	100.00	3,42,23,744	-	100.00	-
	Poll		-	0.00	-	-	-	-
	Postal Ballot (if applicable)		-	0.00	-	-	-	-
	<b>Total</b>		<b>3,42,23,744</b>	<b>100.00</b>	<b>3,42,23,744</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	20,88,305	6,02,894	28.87	6,02,894	-	100.00	-
	Poll		-	0.00	-	-	-	-
	Postal Ballot (if applicable)		-	0.00	-	-	-	-
	<b>Total</b>		<b>6,02,894</b>	<b>28.87</b>	<b>6,02,894</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	1,80,96,925	34,58,791	19.11	34,56,682	2,109	99.94	0.06
	Poll		12,85,361	7.10	12,85,361	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>47,44,152</b>	<b>26.22</b>	<b>47,42,043</b>	<b>2,109</b>	<b>99.96</b>	<b>0.04</b>
	<b>Total</b>	<b>5,44,08,974</b>	<b>3,95,70,790</b>	<b>72.7284</b>	<b>3,95,68,681</b>	<b>2,109</b>	<b>99.99</b>	<b>0.01</b>
Whether resolution is Pass or Not.							Yes	

**Result : Passed with requisite majority**

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