



An ISO 9001, An 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/ sc/20-21/27  
September 24, 2020

**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 - 400051

**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  
47<sup>th</sup> Annual General Meeting of the Company conducted through Video Conferencing  
(‘VC’) / Other Audio Visual Means (‘OAVM’)**

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 47<sup>th</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2020 at 11.00 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, 4<sup>th</sup> Floor,  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013

**CONSOLIDATED SCRUTINIZER'S REPORT**

To.

The Chairman  
47<sup>th</sup> Annual General Meeting  
Surya Roshni Limited.

Dear Sir,

**Sub. : Consolidated Scrutinizer's Report on remote e – voting conducted prior to the 47<sup>th</sup> Annual General meeting (AGM) of Surya Roshni Limited on Wednesday, September 23, 2020 at 11.00 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Method ('OAVM') and e-voting during the AGM 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, as amended by the Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations)**

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 through e-voting process 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.

I am also appointed as the Scrutinizer to scrutinize the e-voting process during the AGM.

The AGM Notice dated 25<sup>th</sup> June, 2020 and Addendum to the Notice dated 2<sup>nd</sup> September, 2020 as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM 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 (collectively referred as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

We 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 AGM on the Resolutions contained in the notice / addendum to the notice to the 47<sup>th</sup> AGM of the Members of the Company. My responsibility as Scrutinizer for the Remote E-Voting process and for E-Voting at the AGM is restricted to make a Scrutinizer's report of the votes cast in "Favour" or "Against" the Resolutions stated in notice of the AGM, based on the reports generated from the Remote E-Voting system provided by National Securities Depository Limited (NSDL) the authorized agency engaged by the Company, to provide Remote E-Voting facilities and E-Voting conducted at the 47<sup>th</sup> AGM.

### 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 AGM) 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 AGM).
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 AGM.
4. The remote e-voting period remained open from 19<sup>th</sup> September, 2020 (9:00 a.m.) to 22<sup>nd</sup> September, 2020 (5:00 p.m.) and e-voting at the AGM remained opened on 23<sup>rd</sup> September, 2020 (11:05 a.m.) to till the conclusion of the AGM and 15 minutes thereafter i.e. upto 12:29 p.m.
5. The shareholders holding shares as on the "cut off" date i.e. 16<sup>th</sup> September, 2020 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice along with the Addendum to the Notice of 47<sup>th</sup> Annual General Meeting (AGM) of Surya Roshni Limited
6. 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.
7. The total number of votes received (Electronic) are mentioned against each resolution below:.
8. The results of the voting are as under:

**A) Resolution-1: Adoption of Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended 31st March, 2020 and the Report of Directors' and Auditors thereon – Ordinary Resolution**

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	135	3,75,88,995	99.862
E-Voting at the AGM	6	50,272	0.134
<b>Total</b>	<b>141</b>	<b>3,76,39,267</b>	<b>99.996</b>

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	11	1,839	0.004
E-Voting at the AGM	-	-	-
<b>Total</b>	<b>11</b>	<b>1,839</b>	<b>0.004</b>



(iii) **Invalid Votes:**

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

**B) Resolution-2: Declaration of Equity Dividend of Rs. 2/- each on the paid up Share Capital of the Company as at 31st March, 2020- Ordinary Resolution**

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	136	3,75,89,000	99.862
E-Voting at the AGM	6	50,272	0.134
Total	142	3,76,39,272	99.996

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	10	1,834	0.004
E-Voting at the AGM	-	-	-
Total	10	1,834	0.004

(iii) **Invalid Votes:**

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

**C) Resolution-3: Re-Appointment of Shri Raju Bista(DIN – 01299297) who retires by rotation: Ordinary Resolution**

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	129	3,75,86,701	99.861
E-Voting at the AGM	6	50,272	0.134
Total	135	3,76,36,973	99.995



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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	15	2,037	0.005
E-Voting at the AGM	-	-	-
Total	15	2,037	0.005

(iii) **Invalid Votes:**

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

**D) Resolution 4:- Consent for Mortgage of Properties u/s 180(1)(a) of the Companies Act, 2013. - Special Resolution**

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	129	3,75,87,012	99.856
E-Voting at the AGM	6	50272	0.134
Total	135	3,76,37,284	99.990

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-Voting	17	3,822	0.010
E-Voting at the AGM	-	-	-
Total	17	3,822	0.010

(iii) **Invalid Votes:**

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

**E) Resolution 5:- Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2020-21, in compliance to the provision of the Companies Act, 2013.- Ordinary Resolution**

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	131	3,75,87,447	99.857
E-Voting at the AGM	6	50,272	0.134
Total	137	3,76,37,719	99.991



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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	15	3,387	0.009
E-Voting at the AGM	-	-	-
Total	15	3,387	0.009

(iii) **Invalid Votes:**

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

**F) Resolution 6:- Appointment of Ms. BhavnaKasturia (DIN – 08858309) for first term as an Independent Woman Director of the Company for the period of five years w.e.f. 2<sup>nd</sup> September, 2020 as per the provisions of the Companies Act, 2013 – Ordinary Resolution**

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	131	3,75,85,024	99.856
E-Voting at the AGM	6	50272	0.134
Total	137	3,76,35,296	99.990

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	14	3,749	0.010
E-Voting at the AGM	-	-	-
Total	14	3,749	0.010

(iii) **Invalid Votes:**

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



9. 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 Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

10. 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. 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

Firm Regn. No. S2002DE058200

D P Gupta

FCS 2411

CP 1509

Proprietor

Place: New Delhi

Dated: 23/09/2020

ICSI UDIN No. F002411B000755768



*(Handwritten signature)*

24/09/2020

(KRISHAN KUMAR NARULA)

CHAIRMAN - 47<sup>th</sup> AGM

**General information about company**

Scrip code	500336
NSE Symbol	SURYAROSNI
MSEI Symbol	NOTLISTED
ISIN	INE335A01012
Name of the company	SURYA ROSHNI LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	23-09-2020
Start time of the meeting	11:00 AM
End time of the meeting	12:29 PM



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	D P GUPTA
Firms Name	SGS ASSOCIATES
Qualification	CS
Membership Number	FCS 2411
Date of Board Meeting in which appointed	25-06-2020
Date of Issuance of Report to the company	23-09-2020

<b>Voting results</b>	
Record date	16-09-2020
Total number of shareholders on record date	27519
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	17
b) Public	57
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon				
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	34223744	34060494	99.523	34060494	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		34223744	34060494	99.523	34060494	0	100
Public-Institutions	E-Voting	1389978	189523	13.635	189523	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1389978	189523	13.635	189523	0	100
Public- Non Institutions	E-Voting	18795252	3340817	17.7748	3338978	1839	99.945	0.055
	Poll		50272	0.2675	50272	0	100	0
	Postal Ballot (if applicable)							
	Total		18795252	3391089	18.0423	3389250	1839	99.9458
Total		54408974	37641106	69.1818	37639267	1839	99.9951	0.0049
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend of Rs. 2/- per equity share for the financial year ended 31st March, 2020				
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	34223744	34060494	99.523	34060494	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		34223744	34060494	99.523	34060494	0	100
Public- Institutions	E-Voting	1389978	189523	13.635	189523	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1389978	189523	13.635	189523	0	100
Public- Non Institutions	E-Voting	18795252	3340817	17.7748	3338983	1834	99.9451	0.0549
	Poll		50272	0.2675	50272	0	100	0
	Postal Ballot (if applicable)							
	Total		18795252	3391089	18.0423	3389255	1834	99.9459
Total		54408974	37641106	69.1818	37639272	1834	99.9951	0.0049
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reappoint Shri Raju Bista (DIN -(01299297) who retires by rotation as a Director				
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	34223744	34060494	99.523	34060494	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		34223744	34060494	99.523	34060494	0	100
Public- Institutions	E-Voting	1389978	189523	13.635	189523	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1389978	189523	13.635	189523	0	100
Public- Non Institutions	E-Voting	18795252	3338721	17.7636	3336684	2037	99.939	0.061
	Poll		50272	0.2675	50272	0	100	0
	Postal Ballot (if applicable)							
	Total		18795252	3388993	18.0311	3386956	2037	99.9399
Total		54408974	37639010	69.1779	37636973	2037	99.9946	0.0054
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consent for Mortgage of Properties for Term Loan/Working Capital limit u/s 180(1)(a) of the Companies Act, 2013				
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	34223744	34060494	99.523	34060494	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		34223744	34060494	99.523	34060494	0	100
Public- Institutions	E-Voting	1389978	189523	13.635	189523	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1389978	189523	13.635	189523	0	100
Public- Non Institutions	E-Voting	18795252	3340817	17.7748	3336995	3822	99.8856	0.1144
	Poll		50272	0.2675	50272	0	100	0
	Postal Ballot (if applicable)							
	Total		18795252	3391089	18.0423	3387267	3822	99.8873
Total		54408974	37641106	69.1818	37637284	3822	99.9898	0.0102
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Rs. 5,25,000 to be paid to Cost Auditors M/s R J Goel & Co. for the financial year ended 31st March, 2021 in compliance to the provision of the Companies Act, 2013.				
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	34223744	34060494	99.523	34060494	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		34223744	34060494	99.523	34060494	0	100
Public- Institutions	E-Voting	1389978	189523	13.635	189523	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1389978	189523	13.635	189523	0	100
Public- Non Institutions	E-Voting	18795252	3340817	17.7748	3337430	3387	99.8986	0.1014
	Poll		50272	0.2675	50272	0	100	0
	Postal Ballot (if applicable)							
	Total		18795252	3391089	18.0423	3387702	3387	99.9001
Total		54408974	37641106	69.1818	37637719	3387	99.991	0.009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Bhavna Kasturia (DIN -08858309) for first term as an Independent Woman Director of the Company for the period of five years w.e.f. 2nd September, 2020 as per the provisions of the Companies Act, 2013				
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	34223744	34060494	99.523	34060494	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		34223744	34060494	99.523	34060494	0	100
Public- Institutions	E-Voting	1389978	189523	13.635	189523	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1389978	189523	13.635	189523	0	100
Public- Non Institutions	E-Voting	18795252	3338756	17.7638	3335007	3749	99.8877	0.1123
	Poll		50272	0.2675	50272	0	100	0
	Postal Ballot (if applicable)							
	Total		18795252	3389028	18.0313	3385279	3749	99.8894
Total		54408974	37639045	69.178	37635296	3749	99.99	0.01
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

