



## 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/TK/se/19-20/27**  
**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 - 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 46<sup>th</sup> Annual General Meeting of the Company**


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 46<sup>th</sup> Annual General Meeting of the Company held on 4<sup>th</sup> September, 2019 at 11.00 a.m. at the Registered Office of the Company.

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  
46<sup>th</sup> Annual General Meeting  
Surya Roshni Limited.  
Prakash Nagar, Sankhol,  
Bahadurgarh 124 507 (Haryana)

Dear Sir,

**Sub. : Consolidated Scrutinizer's Report on remote e – voting conducted 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 and poll through electronic voting system (Poll) under section 109 of the Companies Act, 2013 pursuant to rule 21 of the Companies ( Management and Administration) Rules, 2014 as amended on the resolutions captioned in the notice calling the 46th Annual General Meeting of the Company held on Wednesday, the 4th day of September, 2019 at Prakash Nagar, Sankhol, Bahadurgarh 124 507 (Haryana) at 11.00 A.M.**

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 of Surya Roshni Limited ("the Company") pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies ( Management and Administration) Rules, 2014 as amended, for the purpose of Scrutinizing the remote e-voting and Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act,2013 on the below mentioned resolution(s), 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 Poll on the Resolutions contained in the notice to the 46<sup>th</sup> AGM of the Members of the Company. My responsibility as Scrutinizer for the Remote E-Voting process and for Voting through Poll 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 Voting through
2. Poll conducted at the 46<sup>th</sup> AGM.

**Scrutinizer's Responsibility**

3. My responsibility as scrutinizer for the voting process through electronic means (i.e. by remote e-voting and Poll 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 Poll at the AGM).





3. The e-voting period remained open from 30<sup>th</sup> August 2019 (9:00 a.m.) to 3<sup>rd</sup> September, 2019 (5:00 p.m.).
4. The shareholders holding shares as on the "cut off" date i.e. 28<sup>th</sup> August, 2019 were entitled to vote on the proposed resolutions (item no.1 to 12 as set out in the Notice of 46<sup>th</sup> Annual General Meeting (AGM) 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 Ballots received (Electronic & Ballot) are mentioned against each resolution below:.
7. 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, 2019 and the Report of Directors' and Auditors thereon – Ordinary Resolution**

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

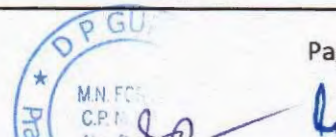
	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	894	3,82,55,677	96.75%
Poll at the AGM	87	12,85,361	3.25%
<b>Total</b>	<b>981</b>	<b>3,95,41,038</b>	<b>100.00%</b>

(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
E-voting	0	0	0.00%
Poll at the AGM	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) **Invalid Votes:**

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


  
 D.P.G.U.  
 M.N. FOS  
 C.P. N.



**B) Resolution-2: Declaration of Equity Dividend of Rs. 2/- each on the paid up Share Capital of the Company as at 31st March, 2019- 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
E-Voting	895	3,82,84,607	96.75%
Poll at the AGM	87	12,85,361	3.25%
Total	982	3,95,69,968	100.00%

(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
E-voting	0	0	0.00%
Poll at the AGM	0	0	0.00%
Total	0	0	0.00%

(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 Smt. Urmil Agarwal (DIN – 00053809) 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
E-Voting	879	3,77,35,437	95.36%
Poll at the AGM	87	12,85,361	3.25%
Total	966	3,90,20,798	98.61%





(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
E-voting	16	550605	1.39%
Poll at the AGM	0	0	0.00%
Total	16	550605	1.39%

(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
E-Voting	880	3,78,19,732	95.57%
Poll at the AGM	86	12,85,336	3.25%
Total	966	3,91,05,068	98.82%

(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
E-voting	14	465697	1.18%
Poll at the AGM	1	25	0.00%
Total	15	465722	1.18%

(iii) **Invalid Votes:**

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



**E) Resolution 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 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
E-Voting	892	3,82,83,981	96.75%
Poll at the AGM	87	12,85,361	3.25%
<b>Total</b>	<b>979</b>	<b>3,95,69,342</b>	<b>99.99%</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
E-voting	3	2061	0.01%
Poll at the AGM	0	0	0.00%
<b>Total</b>	<b>3</b>	<b>2061</b>	<b>0.01%</b>

(iii) **Invalid Votes:**

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

**F) Resolution 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 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
E-Voting	893	3,82,84,582	96.75%
Poll at the AGM	87	12,85,361	3.25%
<b>Total</b>	<b>980</b>	<b>3,95,69,943</b>	<b>100.00%</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
E-voting	2	1460	0.00%
Poll at the AGM	0	0	0.00%
Total	2	1460	0.00%

(iii) **Invalid Votes:**

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

**G) Resolution 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 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
E-Voting	66	3,70,48,244	93.62%
Poll at the AGM	87	12,85,361	3.25%
Total	153	3,83,33,605	96.87%

(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
E-voting	829	1237798	3.13%
Poll at the AGM	0	0	0.00%
Total	829	1237798	3.13%

(iii) **Invalid Votes:**

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



**H) Resolution 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 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
E-Voting	67	3,70,48,254	93.62%
Poll at the AGM	87	12,85,361	3.25%
Total	154	3,83,33,615	96.87%

(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
E-voting	828	1237788	3.13%
Poll at the AGM	0	0	0.00%
Total	828	1237788	3.13%

(iii) **Invalid Votes:**

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

**I) Resolution 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 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
E-Voting	68	3,71,28,456	93.83%
Poll at the AGM	87	12,85,361	3.25%
Total	155	3,84,13,817	97.08%



(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
E-voting	826	1156973	2.92%
Poll at the AGM	0	0	0.00%
Total	826	1156973	2.92%

(iii) **Invalid Votes:**

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

**J) Resolution 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 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
E-Voting	56	3,65,85,166	92.45%
Poll at the AGM	87	12,85,361	3.25%
Total	143	3,78,70,527	95.70%

(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
E-voting	839	1700876	4.30%
Poll at the AGM	0	0	0.00%
Total	839	1700876	4.30%

(iii) **Invalid Votes:**

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



**K) Resolution 11:- Re-Appointment of Shri Surendrea 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 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
E-Voting	893	3,82,84,582	96.75%
Poll at the AGM	87	12,85,361	3.25%
Total	980	3,95,69,943	100.00%

(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
E-voting	2	1460	0.00%
Poll at the AGM	0	0	0.00%
Total	2	1460	0.00%

(iii) **Invalid Votes:**

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

**L) Resolution 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 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
E-Voting	892	3,82,83,320	96.75%
Poll at the AGM	87	12,85,361	3.25%
Total	979	3,95,68,681	99.99%



(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
E-voting	2	2109	0.01%
Poll at the AGM	0	0	0.00%
Total	2	2109	0.01%

(iii) **Invalid Votes:**

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

8. 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.

9. **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

D P Gupta

FCS 2411

CP 1509

Proprietor

Place: Bahadurgarh, Haryana

Dated: 04/09/2019



*Uthanda*  
04/09/2019  
(KRISHAN KUMAR NARULA)  
CHAIRMAN- 46th AGM