



SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

2nd Floor, Padma Tower-1, Rajendra Place, New Delhi-110 008 (India)
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E-mail : cs@surya.in Website : www.surya.co.in

SRL/22-23/31
September 22, 2022

The Secretary
The Stock Exchange, Mumbai
New Trading Ring, 14th Floor,
Rotunda Building, P.J.Towers,
Dalal Street, Fort,
MUMBAI - 400 001
Scrip Code: 500336

The Manager
Listing Department
The National stock Exchange of India Ltd
Exchange Plaza, 5th floor
Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400051
NSE Symbol: SURYAROSNI

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

**Sub.: Scrutinizer Report carried details of Voting Result on the Resolution(s) passed at
49th Annual General Meeting (AGM) 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 49th Annual General Meeting of the Company held on 21st September, 2022 at 12.00 Noon 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
CFO & Company Secretary

Encl : a/a

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

Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To

The Chairman
Surya Roshni Limited
CIN: L31501HR1973PLC007543
Prakash Nagar Sankhol
Bahadurgarh, Haryana - 124507

Sub.: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 49th Annual General Meeting ("AGM") of Surya Roshni Limited ("Company"), held on Wednesday, September 21, 2022 at 12:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Ankit Singhi, Practicing Company Secretary and Partner of M/s. PI & Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on 13th August, 2022, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at AGM of the Company held on **Wednesday, September 21, 2022 at 12:00 P.M. (IST)** through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, (collectively referred to as "**MCA Circulars**") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively referred to as "**SEBI Circulars**"), the SEBI (Listing Obligations and Disclosure Requirements) 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 resolutions forming part of the AGM Notice dated 13th August, 2022 ("**AGM Notice**").

1. My responsibility as a Scrutinizer was to (i) ensure that the voting process was conducted in a fair and transparent manner and (ii) to submit a Consolidated Scrutinizer's report for remote e-voting and e-voting at the AGM, for the resolutions set out in the AGM Notice to the chairman of the Company or any person authorised by him.
2. I submit my report as under: -
 - i. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with Annual Report for the Financial Year ("F.Y.") 2021-22 was dispatched by the Company on Thursday, 25th August, 2022



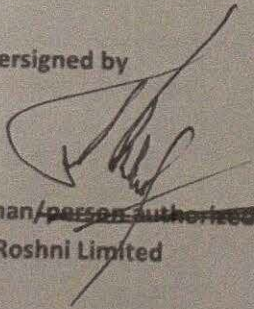
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D-38 South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622200 | F : +91 11 40622201 | E : info@piassociates.co.in

only by electronic mode to all those members, whose e-mail address were registered with the Company/ MAS Services Limited, Registrar and Share Transfer Agent ("MAS")/ Depositories.

- ii. The Company engaged National Securities Depository Limited ("NSDL") for providing services related to remote e-voting and e-voting at the AGM.
- iii. The AGM Notice was simultaneously (i) submitted to the stock exchanges i.e. National Stock Exchange of India Ltd. and BSE Ltd. (ii) posted on the website of the Company and NSDL.
- iv. The members of the Company as on the "cut off" date i.e. Wednesday, 14th September, 2022 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolutions as set out in the AGM Notice.
- v. The remote e-voting period commenced on Saturday, 17th September, 2022, at 09:00 A.M. (IST) and ended on Tuesday, 20th September, 2022, at 05:00 P.M. (IST).
- vi. After completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked in the presence of two witnesses who are not in the employment of the Company.
- vii. The data of remote e-voting and e-voting at AGM was diligently scrutinized and reconciled with the records maintained by the MAS/ Depositories and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at the AGM.
- viii. The consolidated summary of results of remote e- voting and e-voting at the AGM is annexed herewith as Annexure- A.
- ix. Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 1 to 8 of the AGM Notice of the Company, have been passed with requisite votes.

Countersigned by



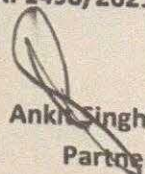
~~Chairman/person authorized by chairman~~
Surya Roshni Limited

Date: 22 September 2022

Place: Delhi

Thanking You
For PI & Associates
Company Secretaries
FRN: P2014UP035400
PR: 1498/2021




Ankit Singhi
Partner

FCS No. 11685
CP No. 16274

UDIN: F011685D001022497

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Annexure- A

Item No. 1:

To consider and adopt the audited standalone financial statement of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended 31st March, 2022 and the report of Auditors thereon.

Type of Resolution: Ordinary Resolution

Particulars of Business	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
Remote e-voting	234	3,57,63,263	99.9999	12	27	0.0001	Nil	
E-Voting at AGM	8	4,954	100	0	0	0		
Total	242	3,57,68,217	99.9999	12	27	0.0001		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 2:

To declare dividend of ₹ 4/- per equity share for the financial year ended 31st March, 2022.

Type of Resolution: Ordinary Resolution

Particulars of Business	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
Remote e-voting	236	3,57,78,242	99.9999	12	27	0.0001	Nil	
E-Voting at AGM	8	4,954	100	0	0	0		
Total	244	3,57,83,196	99.9999	12	27	0.0001		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 3:

To appoint Mr. Kaustubh Narsinh Karmarkar (Director Identification No. – 00288642) who retires by rotation as a Director and, being eligible, offers himself for reappointment.

Type of Resolution: Ordinary Resolution

Particulars of Business	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
Remote e-voting	214	3,54,80,061	99.1711	29	2,96,563	0.8289	Nil	
E-Voting at AGM	8	4,954	100	0	0	0		
Total	222	3,54,85,015	99.1712	29	2,96,563	0.8288		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 4:

To re-appoint the Statutory Auditors for the second term of five years and to fix their remuneration

Type of Resolution: Ordinary Resolution

Particulars of Business	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
Remote e-voting	218	3,54,86,177	99.1882	25	2,90,447	0.8118	Nil	
E-Voting at AGM	8	4,954	100	0	0	0		
Total	226	3,54,91,131	99.1883	25	2,90,447	0.8117		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 5:

Consent for Mortgage of Properties for Working Capital limit u/s 180(1)(a) of the Companies Act, 2013

Type of Resolution: Special Resolution

Particulars of Business	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
Remote e-voting	228	3,57,60,545	99.9539	16	16,505	0.0461	Nil	
E-Voting at AGM	8	4,954	100	0	0	0		
Total	236	3,57,65,499	99.9539	16	16,505	0.0461		

Result: The Special Resolution has been passed with requisite consent.



Item No. 6:

To ratify the remuneration payable to the Cost Auditors of the Company

Type of Resolution: Ordinary Resolution

Particulars of Business	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
Remote e-voting	230	3,57,76,518	99.9965	15	1,242	0.0035	Nil	
E-Voting at AGM	8	4,954	100	0	0	0		
Total	238	3,57,81,472	99.9965	15	1,242	0.0035		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 7:

To consider and approve increase in remuneration payable to Mr. Vinay Surya (DIN – 00515803) as the Managing Director of the Company

Type of Resolution: Special Resolution

Particulars of Business	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
Remote e-voting	222	3,57,60,021	99.9504	23	17,739	0.0496	Nil	
E-Voting at AGM	8	4,954	100	0	0	0		
Total	230	3,57,64,975	99.9504	23	17,739	0.0496		

Result: The Special Resolution has been passed with requisite consent.



Item No. 8:

To consider and approve an increase in remuneration payable to Ms. Puja Surya for holding an office of place of profit in the Company

Type of Resolution: Ordinary Resolution

Particulars of Business	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
Remote e-voting	199	3,33,63,660	99.0591	38	3,16,911	0.9409		
E-Voting at AGM	8	4,954	100	0	0	0		
Total	207	3,33,68,614	99.0592	38	3,16,911	0.9408		

Result: The Ordinary Resolution has been passed with requisite consent.

