

SRL/ 22-23/63
December 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

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

Sir,

This has reference to the captioned Rule, please find enclosed herewith, the Report of Scrutinizer dated 22nd December, 2022 carried details of voting result on the resolution passed through Postal Ballot by shareholders through remote voting in respect of the items stated in the Postal Ballot Notice dated 10th November, 2022.

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

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

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

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, Ankit Singhi, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of Surya Roshni Limited (“**the Company**”) vide resolution passed on November 10, 2022, for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolution mentioned in the notice of Postal Ballot dated November 10, 2022 (“**Notice**”) under the provisions of Section 108 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“**Rules**”) and in accordance with the terms of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 03/2022 dated May 5, 2022 (collectively referred to as the “**MCA Circulars**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations, 2015**”) and other applicable



laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the following resolutions forming part of the Notice:-

S.No.	Type of Resolution	Particulars
1.	Special Resolution	To approve the appointment of Mr. Tekan Ghanshyam Keswani (DIN: 09773189), as an Independent Director
2.	Special Resolution	To approve the appointment of Mr. Naresh Agarwal (DIN: 00112365), as an Independent Director

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

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as on Friday, November 11, 2022 (“**cut-off date**”).
2. The Company completed the dispatch of Notice by e-mail on Monday, November 21, 2022. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members and the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published an advertisement in Business Standard (in English language as well as Hindi language), newspapers on November 22, 2022 regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Tuesday, November 22, 2022, at 09:00 A.M. (IST) and ended on Wednesday, December 21, 2022, at 05:00 P.M. (IST), both days



inclusive for the purpose of postal ballot, via e-voting platform facilitated by National Securities Depository Limited (“NSDL”) to provide remote e-voting facility viz.: <https://www.evoting.nsdl.com>.

5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolution as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: <https://www.evoting.nsdl.com>.
6. The remote e-voting was unblocked on Wednesday, December 21, 2022, after 5:00 PM (IST) in the presence of two witnesses who are not in employment of the Company.
7. Thereafter, the details containing *inter-alia* and a list of the members who voted "For" or "Against" on the resolution was derived from the report generated from the e-voting platform provided by the NSDL in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for resolution set out in said Notice, and all votes cast up to Wednesday, December 21, 2022, at 05:00 P.M., i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.
9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.
10. The relevant records related to this postal ballot activity will be handed over to the Company Secretary of the Company for safekeeping.
11. Based on such results, I hereby certify that the resolution as set out in Notice has been approved and passed by the requisite consent of the members.



12. For the purpose of preparation of this report, shareholding of members has been clubbed on Permanent Account Number (PAN) basis.
13. The resolution specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Wednesday, December 21, 2022.

**Thanking You
For PI & Associates
Company Secretaries**



**Ankit Singhi
Partner
C P No.: 16274
PR: 1498/2021
UDIN: F011685D002779043**

**Date: December 22, 2022
Place: New Delhi**

Item No. 1: To approve the appointment of Mr. Tekan Ghanshyam Keswani (DIN: 09773189), as an Independent Director

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
E – Voting	271	3,58,12,668	99.9868%	29	4,714	0.0132%	Nil	
Postal Ballot	Not Applicable							
Total	271	3,58,12,668	99.9868%	29	4,714	0.0132%	Nil	

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



Item No. 2: To approve the appointment of Mr. Naresh Agarwal (DIN: 00112365), as an Independent Director

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
E – Voting	270	3,58,13,672	99.9870%	28	4,664	0.0130%	Nil	
Postal Ballot	Not Applicable							
Total	270	3,58,13,672	99.9870%	28	4,664	0.0130%	Nil	

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

