



An IS/ISO 9001, An IS/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/ se/21-22/61

September 16, 2021

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
48th 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 48th Annual General Meeting of the Company held on 16th September, 2021 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, 4th Floor,
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013

CONSOLIDATED SCRUTINIZER'S REPORT

To.

The Chairman
48th Annual General Meeting
Surya Roshni Limited
CIN: L31501HR1973PLC007543

Dear Sir,

Sub. : Consolidated Scrutinizer's Report on Remote E – Voting conducted prior to the 48th Annual General meeting (AGM) of Surya Roshni Limited on Thursday, September 16, 2021 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) as amended.

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 25th May, 2021 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 to the notice to the 48th 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 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 at the 48th AGM.

Scrutinizer's Responsibility

2. My responsibility as scrutinizer for the voting process through electronic means (i.e. by Remote E-Voting and 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 13th September, 2021 (9:00 a.m.) to 15th September, 2021 (5:00 p.m.) and E-Voting at the AGM remained opened on 16th September, 2021 (11:00 a.m.) to till the conclusion of the AGM and 15 minutes thereafter i.e. upto 12:21 p.m.
5. The shareholders holding shares as on the "cut off" date i.e. 9th September, 2021 were entitled to vote on the proposed resolutions (item no.1 to 5 as set out in the Notice of 48th 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:



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A) Resolution-1: Adoption of Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended 31st March, 2021 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	199	37662963	99.999
E-Voting at the AGM	3	12	-
Total	202	37662975	99.999

(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	3	504	0.001
E-Voting at the AGM	0	0	0
Total	3	504	0.001

(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.1.50/- each per Equity Share for the financial year ended 31st March, 2021- 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	200	37676157	100.00
E-Voting at the AGM	3	12	-
Total	203	37676169	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
Remote E-voting	3	116	-
E-Voting at the AGM	0	0	-
Total	3	116	-

(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 Vinay Surya (DIN –00515803) 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	184	37401211	99.270
E-Voting at the AGM	3	12	-
Total	187	37401223	99.270

(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	18	275012	0.730
E-Voting at the AGM	0	0	-
Total	18	275012	0.730

(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 for Working Capital Limits 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	192	37675018	99.997
E-Voting at the AGM	3	12	-
Total	195	37675030	99.997

(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	1252	0.003
E-Voting at the AGM	0	0	-
Total	10	1252	0.003

(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 – 2021-22, 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	197	37675594	99.998
E-Voting at the AGM	3	12	-
Total	200	37675606	99.998



(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	5	676	0.002
E-Voting at the AGM	0	0	-
Total	5	676	0.002

(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


CS D P Gupta

FCS 2411

CP 1509

Place: New Delhi

Date: 16.09.2021

ICSI UDIN No.- F002411C000955044





Countersigned by
CHAIRMAN

16/09/2021