



An IS/ISO 9001, An IS/ISO 14001
& IS: 18001 Company



SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

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SRL/se/yks/23-24/18
September 16, 2023

The Secretary
The Stock Exchange, Mumbai
MUMBAI - 400 001
Scrip Code: 500336

The Manager (Listing Department)
The National stock Exchange of India Ltd
Mumbai – 400 051
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 50th
Annual General Meeting (AGM) of the Company conducted through Video
Conferencing ('VC') / Other Audio Visual Means ('OA VM')**

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 50th Annual General Meeting of the Company held on 15th September, 2023 at 12.00 Noon through Video Conferencing ('VC') / Other Audio Visual Means ('OA VM').

You are requested to kindly take the same in your records.

Thanking you,

Yours faithfully,
For Surya Roshni Limited

B. B. Singal
CFO & Company Secretary

Encl.: as above

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 50th Annual General Meeting ("AGM") of Surya Roshni Limited ("Company"), held on Friday, September 15, 2023, at 12:00 Noon (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 August 11, 2023, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at AGM of the Company held on **Friday, September 15, 2023, at 12:00 Noon (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, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (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 August 11, 2023 ("**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



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CORPORATE OFFICE

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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.") 2022-23 was dispatched by the Company on Monday, August 21, 2023 only by electronic mode to all those members, whose e-mail address were registered with the Company/ MAS Services Private Limited, the Registrar & Share Transfer Agent of the Company ("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 websites of the Company and NSDL.
- iv. The members of the Company as on the "cut off" date i.e., Friday, September 08, 2023 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 Tuesday, September 12, 2023 at 9.00 A.M. (IST) and ended on Thursday, September 14, 2023 at 5.00 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 Registrar & Share Transfer Agent of the Company and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at the AGM.
- viii. For the purpose of preparation of this report, the number of individual shareholders has been determined by consolidating folios with the common Permanent Account Number (PAN).
- ix. The consolidated summary of results of remote e- voting and e-voting at the AGM is annexed herewith as Annexure- A.
- x. Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 1 to 10 of the AGM Notice of the Company, have been passed with requisite votes.



A handwritten signature in blue ink, consisting of a stylized, cursive script.

Countersigned by
For Surya Roshni Limited

FOR SURYA ROSHNI LTD.

[Handwritten Signature]
16/09/2023
B.B. SINGAL
CFO & Company Secretary

Authorised Signatory
Surya Roshni Limited

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



[Handwritten Signature]

Ankit Singhi
Partner
FCS No. 11685
CP No. 16274
UDIN: F011685E001025544

Date: 16.09.2023
Place: New Delhi

Item No. 1:

To consider and adopt the audited Standalone financial statement of the Company for the Financial year ended March 31, 2023 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, 2023 and the report of Auditors thereon.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favor 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	225	3,72,03,039	99.9999	7	21	0.0001	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	235	3,72,03,050	99.9999	7	21	0.0001		

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



Item No. 2:

To declare final dividend of Rs. 4.00/- per equity share for the financial year ended 31st March, 2023.

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	227	3,75,22,424	99.9999	7	21	0.0001	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	237	3,75,22,435	99.9999	7	21	0.0001		

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



Item No. 3:

To appoint Mrs. Urmil Agarwal (DIN: 00053809) who retires by rotation as a Director and, being eligible, offers herself for re-appointment.

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	169	3,55,94,719	94.8625	65	19,27,726	5.1375	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	179	3,55,94,730	94.8625	65	19,27,726	5.1375		

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



Item No. 4:

To approve creation of mortgage and/or charge on properties of the Company in favour of IDBI Bank Limited and/or Punjab National Bank to secure the working capital Limits.

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	221	3,75,20,430	99.9946	13	2,015	0.0054	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	231	3,75,20,441	99.9946	13	2,015	0.0054		

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



Item No. 5:

To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2023-24.

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	226	3,75,21,224	99.9967	8	1,221	0.0033	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	236	3,75,21,235	99.9967	8	1,221	0.0033		

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



Item No. 6:

To re-appoint Mr. Sunil Sikka (DIN: 08063385) as an Independent 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	3,74,70,262	99.8609	12	52,183	0.1391	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	232	3,74,70,273	99.8609	12	52,183	0.1391		

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



Item No. 7:

To re-appoint Mr. Kaustubh Narsinh Karmarkar (DIN: 00288642) as the Whole-time Director of the Company for a period of five years.

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	174	3,58,86,712	95.6407	60	16,35,733	4.3593	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	184	3,58,86,723	95.6407	60	16,35,733	4.3593		

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



Item No. 8:

To approve sub-division of equity shares of the Company from the face value of Rs. 10/- per share to Rs. 5/- per share.

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	226	3,75,21,224	99.9967	8	1,221	0.0033	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	236	3,75,21,235	99.9967	8	1,221	0.0033		

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



Item No. 9:

To approve alteration of clause V i.e. Capital clause of the Memorandum of Association 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	224	3,75,21,187	99.9966	10	1,258	0.0034	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	234	3,75,21,198	99.9966	10	1,258	0.0034		

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



Item No. 10:

To re-appoint Mr. Raju Bista (DIN: 01299297) as the Managing Director of the Company for a period of five years.

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	225	3,75,21,223	99.9967	9	1,222	00.0033	Nil	
E-Voting at AGM	10	11	100	Nil				
Total	235	3,75,21,234	99.9967	9	1,222	0.0033		

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

