



SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

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SRL/22-22/33
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 – 400 051
NSE Symbol: SURYAROSNI

Ref.: SUMMARY OF THE PROCEEDINGS OF 49th ANNUAL GENERAL MEETING HELD ON 21st SEPTEMBER, 2022 UNDER REGULATION 30 READ WITH PART-A OF SCHEDULE-III OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REFERRED TO AS 'LISTING REGULATIONS'

Sir,

This has reference to the captioned Regulation of the Listing Regulations, please find enclosed herewith, the summary of the proceedings of 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").

Hope you find the above in order. Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,
for **Surya Roshni Limited**

B. B. SINGAL
CFO & Company Secretary

Enclosed: as above

Handwritten signature/initials

SURYA ROSHNI LIMITED

SUMMARY OF THE PROCEEDINGS OF FORTY NINTH ANNUAL GENERAL MEETING OF SURYA ROSHNI LIMITED HELD ON 21ST SEPTEMBER, 2022 AT 12.00 NOON THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM').

The 49th Annual General Meeting (AGM) of the Members of Surya Roshni Limited ("the Company") was held on Wednesday, September 21, 2022 at 12:00 Noon (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The meeting was held in compliance with the General Circular issued on 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December, 2021, 14th December, 2021 and 5th May 2022 by the Ministry of Corporate Affairs ("MCA") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

PRESENT: -

DIRECTORS:

- Mr. Sunil Sikka : Independent Director
- Mr. Raju Bista : Managing Director
Member (Stakeholders Relationship Committee, CSR Committee and Committee of Directors)
- Mr. Vinay Surya : Managing Director
Member (Audit Committee, Risk Management Committee and Committee of Directors)
- Mr. Surendra Singh Khurana : Independent Director
Member (Audit Committee and Nomination & Remuneration Committee)
- Mr. Kaustubh N Karmarkar : Whole-time Director

Due to Pre-Occupations, other Directors namely - Mr. Jai Prakash Agarwal, Mrs. Urmil Agarwal, Mr. T S Bhattacharya, Mr. Pramod Jain and Ms. Suruchi Aggarwal expressed their inability to join the meeting.

MEMBERS:

- In Person : 93
- Corporate members through authorised representatives : 7

IN ATTENDANCE :

- Sh. B. B. Singal : CFO & Company Secretary

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IN PRESENCE

- Mr. Ashok Kumar : Statutory Auditors' - M/s. Ashok Kumar Goyal & Co
- Mr. Tarun Baldua : Executive Director & CEO – Steel Operations
- Mr. Ankit Singhi : Scrutinizer- PI & Associates
- Mr. D P Gupta : Secretarial Auditor – M/s SGS Associates

CHAIRMAN: -

Mr. Sunil Sikka Independent Director elected as Chairperson of the meeting as per Article 60 of the Articles of the Company and took the Chair.

REGISTER U/s 170:

The Register of Directors' shareholding pursuant to Section 170 of the Companies Act, 2013 and certificate from Secretarial Auditor of the Company in respect of Employee Stock Option Scheme is issued pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were accessible to the members at the website of the Company at www.surya.co.in during the continuance of the meeting.

QUORUM:

The Chairman extended a welcome to the members present at the meeting and having found the quorum present, declared the meeting properly constituted.

The Chairman then briefed the Members regarding the arrangements made for the meeting. Mr. Sunil Sikka informed that the Company had enabled the Members to participate in the 49th AGM through the VC facility provided by MAS Services Limited, Registrars and Transfer Agent (RTA). It was further informed that the Members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Members who have joined the meeting through VC and who had not cast their vote through remote e-voting, were provided the option to vote through e-voting facility made available at the AGM. The Company had appointed Mr. Ankit Singhi , (FCS No. 11685, C.P. No. 16274) Partner, M/s PI & Associates, Practicing Company Secretary (PR No. 1498/2021) failing which Mr. Nitesh Latwal, (ACS No.32109, C.P. No. 16274) Partner, M/s PI & Associates, , as Scrutinizer to supervise the e-voting process and to provide combined voting results of remote e-voting and e-voting at the AGM along with the Scrutinizers Report.

Thereafter, the Chairman mentioned that the Notice of the 49th AGM along with the Annual Report for Financial Year 2021-22 had been sent through electronic mode to those members, whose e-mail IDs were registered with the Company/Registrar/Depositories. The Chairman informed that since there are no qualifications, observations or adverse comments on the financial statements and matters, reports of the Auditors were taken as read.

The Chairman then commenced his speech and gave an overview of the operations and the financial performance of the Company during FY 2021-22

Chairman concluded his speech by placing on record his appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company.

The following items of business as set out in the Notice of the 49th AGM, were transacted:

Sl. No.	Description	Resolution Required
ORDINARY BUSINESS		
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.	Ordinary
2.	To declare dividend of ₹ 4.00/- per equity share for the financial year ended 31st March, 2022.	Ordinary
3.	To reappoint Shri Kaustubh N Karmarkar (DIN – (00288642) who retires by rotation as a Director.	Ordinary
4.	To re-appoint M/s Ashok Kumar Goyal & Co. (Firm Registration No.002777N) as the Statutory Auditors for the second term of five years from the conclusion of 49th Annual General Meeting to the conclusion of 54th Annual General Meeting and to approve remuneration accordingly.	
SPECIAL BUSINESS		
5.	Consent for Mortgage of Properties for Working Capital limits u/s 180(1)(a) of the Companies Act, 2013.	Special
6.	Ratification of Remuneration of ₹5,50,000 to be paid to Cost Auditors M/s R J Goel & Co. for the financial year ended 31st March, 2023 in compliance to the provision of the Companies Act, 2013.	Ordinary
7.	To approve increase in remuneration of Shri Vinay Surya (DIN – 00515803) as Managing Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.	Special
8.	To approve an increase in remuneration payable to Mrs. Puja Surya for holding an office of place of profit in the Company over the threshold limits as specified under the Companies Act, 2013.	Ordinary

Thereafter, Chairman invited Mr. Raju Bista and Vinay Surya, Managing Directors to brief the house and after their respective briefing he invited the speaker shareholders one by one, who had done prior registrations, to speak and ask questions, if any. Clarifications were provided by the Managing Directors Mr. Raju Bista along with the CFO on the queries raised by the speakers.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company at www.surya.co.in and NSDL from the conclusion of this meeting at 1:06 p.m. but not later than closing business hours on 22nd September, 2022.

The scrutinizers' report was received and all the resolutions as set out in the Notice of the AGM were passed with requisite majority. The Chairman authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company.

