



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



SURYA ROSHNI LIMITED

CIN - L31501HR1973PLC007543

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E-mail : cs@surya.in Website : www.surya.co.in

SRL/se/20-21/23
September 07, 2020

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

Dear Sirs,

Addendum to the Notice of 47th AGM

In continuation to our letter SRL/se/20-21/19 dated 29th August, 2020 on Report and Accounts for the financial year ended 31st March, 2020 enclosed therewith a copy of the Report and Accounts of the Company for the financial year ended 31st March, 2020 together with the Notice dated 25th June, 2020 convening the 47th Annual General Meeting (AGM) of the Company on 23rd September, 2020, we hereby further enclosed a copy of the addendum to the Notice of 47th AGM dated 2nd September, 2020 in terms of Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforesaid Addendum to the Notice of 47th AGM is also uploaded on the Company's website www.surya.co.in

Kindly take the same in your records. Assuring our best services always.

Thanking you,

Yours faithfully,
for Surya Roshni Limited


B B Singal
Sr. V.P & COMPANY SECRETARY



Encl. : as above.

SURYA

SURYA ROSHNI LIMITED

Regd. Office: Prakash Nagar, Sankhol, Bahadurgarh – 124507 (Haryana)

Corporate Identity Number (CIN) – L31501HR1973PLC007543

Phone: +91-1276- 241540 Fax No. +91-1276-241886

Website: www.surya.co.in, **Email id:** investorgrievances@sroshni.com

ADDENDUM TO THE NOTICE OF 47TH ANNUAL GENERAL MEETING

SURYA ROSHNI LIMITED ("The Company") had issued a Notice (Original Notice), dated 25th June, 2020 of the 47th Annual General Meeting (AGM) to be held on Wednesday, 23rd September, 2020 at 11.00 A.M at through Video Conferencing ("VC") / Other audio Visual Means ("OAVM"), to transact five business items (3 Ordinary Business and 2 Special Business) as specified in the said notice.

Further to the above, the following addendum to the Notice is required to be approved so that at the said meeting following special business will also be transacted as Item No.6:

"SPECIAL BUSINESS

- To approve the appointment of Ms. Bhavna Kasturia (DIN: 08858309), as an Independent Woman Director and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 149, 152, 160, 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, read with SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations), Ms Bhavna Kasturia (DIN: 08858309), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 2nd September, 2020 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for first term of a period of five consecutive years up to 1st September, 2025 **AND THAT** she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Bhavna Kasturia, meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of her independence for being appointed as an independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

By order of the Board

Registered Office:

Prakash Nagar, Sankhol,

Bahadurgarh – 124 507 (Haryana)

Dated: 2nd September, 2020

B. B. SINGAL

SR. V.P & COMPANY SECRETARY

NOTES:

- Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Item No. 6 as set out in the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Ms. Bhavna Kasturia, being appointed as an Independent Woman Director are also annexed.
- Relevant documents referred to in this Addendum to Notice of 47th AGM can be obtained for inspection by writing to the Company at its email id investorgrievances@sroshni.com on all working days till the date of the meeting.
- This Addendum to the Notice of 47th AGM is available along with the Notice of 47th AGM on the website of the Company www.surya.co.in
- All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 47th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 47th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 6

In compliance to the provisions of Section 149(4) of the Companies Act, 2013 ('the Act') and the proviso of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company needs to appoint one Non-Executive; Independent Woman Director.

In terms of the provisions of Section 161 (1) Act, the Board of Directors may appoint any person as an additional director, who shall hold office till the conclusion of the next Annual General Meeting (AGM).

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company, subject to your approval under Section 152 of the Act, based on the recommendations of Nomination and Remuneration Committee (NRC) has appointed vide circular resolution dated 2nd September, 2020, Ms. Bhavna Kasturia (DIN: 08858309) as an Additional Director in the capacity as Non-Executive; Independent Woman Director w.e.f. 2nd September, 2020.

The Company is in receipt of the notice from a member proposing the candidature of Ms. Bhavna Kasturia as a Director of the Company.

As per rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the company shall, at least seven days before the general meeting, inform its members of the candidature of a person for the office of a director or the intention of a member to propose such person as a candidate for that office.

In terms of the provisions of Section 161(1) of the Act, Ms. Bhavna Kasturia would hold office up to the date of this Annual General Meeting.

As per the declarations submitted, Ms. Bhavna Kasturia is not liable to any disqualification under the provisions of Section 164 of the Act.

The Board of Directors is of the view that Ms. Bhavna Kasturia is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Woman Director of the Company. Further in their opinion she fulfils the conditions specified in the Act and the

rules made there under and that the proposed director is independent of the management. Ms. Bhavna Kasturia has provided her consent for the said appointment.

NRC recommended her candidature subject to the approval from shareholders in ensuing General meeting for appointment as an Independent Woman Director of the Company for first term of a period of five consecutive years up to 1st September, 2025 **AND THAT** she shall not be liable to retire by rotation.

The Board of Directors recommend the resolution as set out at Item No. 6 of the Notice for approval of the Members

Ms. Bhavna Kasturia and her relatives are deemed to be interested in the resolution set out at Item No. 6 of the Notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the said resolution.

Information provided as per Secretarial Standards on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as the "Listing Regulations".

Ms. Bhavna Kasturia, aged about 53 years, a Gold Medalist in Master of Engineering with PGDFM and PGDIM from Delhi, has an illustrious career of 3 decades and has served with Osram India and Usha India, as head quality and at senior management positions. Currently, she is working at Calcom Vision. She earned multiple awards / recognition in her career. She possessed an International exposure of working with OSRAM / LEDVANCE in Germany, China, Japan, Korea, Indonesia, France and Hong Kong. She held memberships of International Electro Technical Commission (IEC), Steering Committee of BEE, Technical Committee in "MEITY" and also been the Chairperson of "LED Technical Committee" of ELCOMA. She is not holding directorship or committee membership in any company before her appointment in the Company. She has no inter-se relationship with any other director of the Company Further, she is not holding any equity shares of the Company as on the date.

By order of the Board

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)

Dated: 2nd September, 2020

B. B. SINGAL
SR. V.P & COMPANY SECRETARY