



AN ISO-9001 : 2000 COMPANY



SURYA ROSHNI LIMITED

(LIGHTING DIVISION)

Padma Tower-1, Rajendra Place, New Delhi-110 008

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E-mail : surya@sroshni.com Website : www.suryaroshnilighting.com

SRL/TK/se/13-14/12

September 28, 2013

The Secretary

The Stock Exchange, Mumbai

New Trading Ring, 14th Floor,

Rotunda Building, P.J. Towers,

Dalal Street, Fort,

MUMBAI - 400 001

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

Ref. : Clause 35A of the Listing Agreement

Sub. : Proceedings of the 40th Annual General Meeting.

Sir,

This has reference to the captioned Clause of the Listing Agreement. Please find enclosed herewith, the proceedings of the 40th Annual General Meeting of the Company held on 27th September, 2013 at 11.00 a.m. at the Registered Office of the Company.

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

Thanking you,

Yours sincerely,

For Surya Roshni Limited



B.B. SINGAL

V.P. & Company Secretary

Encl : a/a

SURYA ROSHNI LIMITED

Date of AGM : 27th SEPTEMBER, 2013

Total Number of shareholders : 18982
on Book Closure Date
(i.e 6th September, 2013)

No. of shareholders present in the meeting either in person or through proxy

Promoter and Promoter Group : 10

Public : 25

No. of shareholders attended the meeting through video conferencing

Promoter and Promoter Group : NIL

Public : NIL

(A) ORDINARY BUSINESS :

ITEM NO.1 : - (ADOPTION OF ANNUAL ACCOUNTS)

Resolution Required : Ordinary

“RESOLVED THAT the audited accounts of the Company comprising the Balance Sheet as at 31st March, 2013, the Profit and Loss account and Cash Flow Statement for the year ended on that date alongwith the Directors’ Report and Auditors’ Report thereon be and the same are hereby received, approved and adopted.”

Mode of Voting : Show of Hands

Result : Passed Unanimously

ITEM NO.2: - APPROVAL OF EQUITY DIVIDEND

“RESOLVED THAT as recommended by the Board of Directors, a dividend of Re. 1.00 per share on the paid-up equity share capital of the Company for the year ended 31st March, 2013 be and is hereby declared out of the profits of the Company as per the following details:

On the paid-up Equity Share
Capital of Rs.43,83,12,500
for the full year

Rs.4,38,31,250

Rs.4,38,31,250
=====



AND THAT the same be paid to the shareholders whose names appear on the company's register of members on 6th September, 2013 and/or the register of beneficial owners maintained by the depository as at the end of 2nd September, 2013.

“RESOLVED FURTHER THAT 1ST Interim Equity Dividend of Rs. 2.00 per share and 2nd Interim Equity Dividend of Re.1.00 per share as declared by the Board of Directors, out of the profits of the Company on the paid-up equity share capital during the financial year 2012-2013 be and is hereby approved as per the following details:

-	1st Interim Equity Dividend on the paid-up Equity Share Capital of Rs.43,83,12,500 for the full year	Rs.8,76,62,500
		Rs.8,76,62,500
-	2nd Interim Equity Dividend on the paid-up Equity Share Capital of Rs.43,83,12,500 for the full year	Rs.4,38,31,250
		Rs.4,38,31,250

“RESOLVED FURTHER THAT total dividend payout for the whole financial year ended 31st March, 2013 is Rs. 4 per share (including 1st Interim Dividend of Rs. 2/- per share and 2nd Interim Dividend of Re. 1 /- per share) as detailed below :

1 st Interim Equity Dividend	Rs.8,76,62,500
2 nd Interim Equity Dividend	Rs.4,38,31,250
Final Equity Dividend	Rs.4,38,31,250
Total Dividend	Rs.17,53,25,000

ITEM NO.3 : - REAPPOINTMENT OF SHRI K. K. NARULA AS DIRECTOR OF THE COMPANY

Resolution Required : Ordinary



“RESOLVED THAT Shri K. K. Narula, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby appointed as the Director of the Company.”

Mode of Voting : Show of Hands
Result : Passed Unanimously

**ITEM NO.4 : - REAPPOINTMENT OF SHRI UTPAL KUMAR
MUKHOPADHYA AS DIRECTOR OF THE COMPANY**

Resolution Required : Ordinary

“RESOLVED THAT Shri Utpal Kumar Mukhopadhyaya, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby appointed as the Director of the Company.”

Mode of Voting : Show of Hands

Result : Passed Unanimously

ITEM NO.5 : - (REAPPOINTMENT OF STATUTORY AUDITORS)

Resolution Required : Ordinary

“RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956, the retiring auditors of the Company, M/s. Sastry K. Anandam & Co., Chartered Accountants, being eligible, offer themselves for reappointment be and are hereby appointed as Statutory Auditors of the Company and to hold such office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the Company in consultation with them.”

Mode of Voting : Show of Hands

Result : Passed Unanimously

(B) SPECIAL BUSINESS :

**ITEM NO.6: - CONSENT U/S 180 OF COMPANIES ACT, 2013
(CORRESPONDING SECTION 293(1)(a) OF
COMPANIES ACT, 1956)**

Resolution Required : Special

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180 of the Companies Act, 2013 (Corresponding Section 293(1)(a) of Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013 / 1956 to mortgaging and/or charging by the Board of Directors of the Company of all the immovable and movable properties of the Company where so ever situated, present and future and the whole of the undertaking of the Company in favour of IDBI Bank Ltd. acting for itself and as agent of Banks/Financial Institutions to secure:



- a) Corporate Term Loan of Rs 2500 lac (Rupees Two thousand five hundred lac only) lent and advanced by The South Indian Bank Limited (TSIBL) to the Company.
- b) Corporate Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by Lakshmi Vilas Bank (LVB) to the Company.
- c) Term Loan of Rs. 2500 lac (Rupees Two thousand five hundred lac only) lent and advanced by Export Import Bank of India (EXIM) to the Company.
- d) Term Loan of Rs. 7584 lac (Rupees Seven thousand five hundred eighty four lac only) lent and advanced by State Bank of India (SBI) to the Company.
- e) Term Loan of Rs. 7222 lac (Rupees Seven thousand two hundred twenty two lac only) lent and advanced by State Bank of India (SBI) to the Company.
- f) The Working Capital Limits of Rs. 85658 lac, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank, State Bank of Patiala IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited and Standard Chartered Bank to the Company. The details are as under;

S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India	39068
2	Punjab National Bank	17300
3	State Bank of Patiala	8200
4	IDBI Bank Ltd.	5500
5	State Bank of Travancore	5500
6	ICICI Bank Limited	6000
7	Standard Chartered Bank	4300
	TOTAL	85868

together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited, Standard Chartered Bank, The South Indian Bank Limited, Lakshmi Vilas Bank and Export – Import Bank of India under Loan Agreements entered into/to be entered into by the Company in respect of the aforesaid loans.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee of Directors authorized by the Board in this behalf be and is hereby authorised to finalise all agreement(s) for creating mortgage and/or charge as aforesaid and to do all such acts, deeds and matter as may be necessary or expedient for giving effect to the above resolution.”



Mode of Voting : Show of Hands

Result : Passed Unanimously

ITEM NO. 07 RELIEVING SHRI JAI PRAKASH AGARWAL FROM DUTIES & RESPONSIBILITIES OF MANAGING DIRECTOR OF THE COMPANY AND DESIGNATE HIM AS WHOLE - TIME DIRECTOR W.E.F 29TH OCTOBER, 2012.

Resolution Required : Ordinary

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (the Act) including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded that Shri Jai Prakash Agarwal, be relieved from the duties and responsibilities of Managing Director w.e.f 29th October, 2012 and re-designated him as Chairman & Whole-time Director of the Company from the same date."

Mode of Voting : Show of Hands
Result : Passed Unanimously

ITEM NO. 08 APPOINTMENT OF SHRI RAJU BISTA AS MANAGING DIRECTOR OF THE COMPANY W.E.F 29TH OCTOBER, 2012.

Resolution Required : Ordinary

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (the Act) including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded to the appointment of Shri Raju Bista as the Managing Director of the Company, w. e. f 29-10-2012 for the rest of his tenure, as set out in the Principal / Supplementary Agreement executed on 18th June, 2009 and 28th May, 2010 respectively between the Company and Shri Raju Bista, the main terms of which are set out in the explanatory statement, which agreement is hereby specifically approved with authority to the Board of Directors of the Company to alter and /or vary the terms and conditions of said appointment within the limits, if any, prescribed in the Act and / or any schedules thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Shri Raju Bista remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of Part II of schedule XIII of the Companies Act, 1956, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Raju Bista in the light of the further progress of the Company which revision should be in conformity with any amendments to the relevant provisions of the Act and /or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time.

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."

Mode of Voting : Show of Hands
Result : Passed Unanimously



**ITEM NO. 09 : INCREASE THE REMUNERATION OF SHRI RAJU BISTA,
MANAGING DIRECTOR OF THE COMPANY W.E.F
1ST JANUARY, 2013**

Resolution Required : Ordinary

“RESOLVED THAT in accordance with the provisions of Section 198,269,309,310 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (the Act) including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded to increase the remuneration paid to Shri Raju Bista as the Managing Director of the Company, w. e. f 01-01-2013 for the rest of his tenure, as set out in the Supplementary Agreement executed on 5th February, 2013 between the Company and Shri Raju Bista, the revised terms are set out in the explanatory statement, which agreement is hereby specifically approved with authority to the Board of Directors of the Company to alter and /or vary the remuneration within the limits, if any, prescribed in the Act and / or any schedules thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Shri Raju Bista remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of Part II of schedule XIII of the Companies Act, 1956, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Raju Bista in the light of the further progress of the Company which revision should be in conformity with any amendments to the relevant provisions of the Act and /or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time.

RESOLVED FURHTER 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.”

Mode of Voting : Show of Hands

Result : Passed Unanimously

**ITEM NO. 10 (APPROVAL FOR APPOINTMENT OF SHRI UTKARSH
DWIVEDI AS DIRECTOR)**

Resolution Required : Ordinary

“RESOLVED THAT Shri Utkarsh Dwivdi be and is hereby appointed as Director of the Company liable to retire by rotation.”

Mode of Voting : Show of Hands

Result : Passed Unanimously



**ITEM NO. 11 (APPOINTMENT OF SH. UTKARSH DWIVEDI AS
WHOLE-TIME DIRECTOR)**

Resolution Required : Ordinary

“RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (the Act) including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded to the appointment of, including remuneration, perquisites, benefits and amenities payable to Shri Utkarsh Dwivedi as the Whole-Time Director of the Company for a period of five years commencing from 5th February, 2013 to 4th February, 2018, as set out in the Agreement entered between the Company and Shri Utkarsh Dwivedi, the main terms of which are set out in the notice, which agreement is hereby specifically approved with authority to the Board of Directors of the Company to alter and/or vary the terms and conditions of the said appointment within the limits, if any, prescribed in the Act and/or any schedules thereto.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Shri Utkarsh Dwivedi remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of Part II of schedule XIII of the Companies Act, 1956, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Utkarsh Dwivedi in the light of the further progress of the Company which revision should be in conformity with any amendments to the relevant provisions of the Act and/or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time.

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.”

Mode of Voting : Show of Hands

Result : Passed Unanimously

ITEM NO. 12 APPOINTMENT OF SH. MUKESH TRIPATHI AS DIRECTOR

Resolution Required : Ordinary

“RESOLVED THAT Shri Mukesh Tripathi be and is hereby appointed as Director of the Company liable to retire by rotation.”

Mode of Voting : Show of Hands

Result : Passed Unanimously



**ITEM NO. 13 CONSENT FOR MORTGAGE PROPERTIES OF THE COMPANY
U/s 180 OF THE COMPANIES ACT, 2013 (CORRESPONDING
SECTION 293 (1) (a) OF COMPANIES ACT, 1956) TO
SECURE EXTERNAL COMMERCIAL BORROWINGS (ECB's)
OF US \$ 20 MILLION**

Resolution Required : Special

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180 of the Companies Act, 2013 (Corresponding Section 293(1)(a) of Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013 / 1956 to mortgaging and/or charging by the Board of Directors of the Company of all the immovable and movable properties of the Company where so ever situated, present and future and the whole of the undertaking of the Company in favour of State Bank of India (SBI) to secure External Commercial Borrowing (ECB's) of US \$ 20 Million facility lent and advanced by State Bank of India (SBI) to the Company, together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India (SBI) under Credit Arrangement entered into/to be entered into by the Company in respect of the aforesaid facility.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee of Directors authorized by the Board in this behalf be and is hereby authorised to finalise all agreement(s) for creating mortgage and/or charge as aforesaid and to do all such acts, deeds and matter as may be necessary or expedient for giving effect to the above resolution.”

Mode of Voting : Show of Hands

Result : Passed Unanimously

Their being no other Business to transact, the Chairman declared the conclusion of the agenda and thanked the House for Participation.

