



SURYA ROSHNI LIMITED

CIN - L31501HR1973PLC007543

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SRL/se/18-19/31
September 29, 2018

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.: VOTING RESULT ON RESOLUTIONS PASSED AT 45th ANNUAL
GENERAL MEETING UNDER REGULATION 44(3) 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 voting result on the resolutions passed at the 45th Annual General Meeting of the Company held on 28th September, 2018 at 11: 00 AM. at the Registered Office of the Company. Further, we are enclosing the herewith Scrutinizer Report of SGS Associates, Company Secretaries dated 28th September, 2018 carried details of voting result on the resolutions passed at the 45th Annual General Meeting 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

Sr. V.P & Company Secretary

Enclosed: as above

General information about company	
Scrip code	500336
NSE Symbol	SURYAROSNI
MSEI Symbol	
ISIN	INE335A01012
Name of the company	SURYA ROSHNI LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	28-09-2018
Start time of the meeting	11:00 AM
End time of the meeting	12:05 PM

Scrutinizer Details	
Name of the Scrutinizer	D P GUPTA
Firms Name	SGS ASSOCIATES
Qualification	CS
Membership Number	F2411
Date of Board Meeting in which appointed	18-05-2018
Date of Issuance of Report to the company	28-09-2018

Voting results	
Record date	21-09-2018
Total number of shareholders on record date	23834
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	17
b) Public	26
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	19
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2018 and the Report of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	429721	21.7177	429721	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1978670	429721	21.7177	429721	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	17370	59786	22.5128	77.4872
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596952	59786	98.365	1.635
Total		54408974	38310203	70.4116	38250417	59786	99.8439	0.1561
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on Equity Shares				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	17370	59786	22.5128	77.4872
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596952	59786	98.365	1.635
Total		54408974	38340568	70.4674	38280782	59786	99.8441	0.1559
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Sh. Raju Bista, Director liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16870	60286	21.8648	78.1352
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596452	60286	98.3514	1.6486
Total		54408974	38340568	70.4674	38280282	60286	99.8428	0.1572
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consent for Mortgage of Properties for Loan and Working Capital limit u/s 180(1)(a) of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	117141	342945	25.4607	74.5393
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	117141	342945	25.4607	74.5393
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16860	60296	21.8518	78.1482
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596442	60296	98.3511	1.6489
Total		54408974	38340568	70.4674	37937327	403241	98.9483	1.0517
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Increase in Remuneration of Shri Jai Prakash Agarwal (DIN – 00041119) as whole-time Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16822	60334	21.8026	78.1974
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596404	60334	98.3501	1.6499
Total		54408974	38340568	70.4674	38280234	60334	99.8426	0.1574
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Remuneration of Shri Raju Bista (DIN – 01299297) as Managing Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16692	60464	21.6341	78.3659
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596274	60464	98.3465	1.6535
Total		54408974	38340568	70.4674	38280104	60464	99.8423	0.1577
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2018-19, in compliance to the provisions of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16692	60464	21.6341	78.3659
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596274	60464	98.3465	1.6535
Total		54408974	38340568	70.4674	38280104	60464	99.8423	0.1577
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Sunil Sikka (DIN-08063385) as an Independent Director of the Company for a period of five years as per the provisions of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	75025	0.4121	14739	60286	19.6455	80.3545
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3654607	20.073	3594321	60286	98.3504	1.6496
Total		54408974	38338437	70.4634	38278151	60286	99.8428	0.1572
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Shri Vinay Surya (DIN – 00515803) as Director of the Company liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16870	60286	21.8648	78.1352
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596452	60286	98.3514	1.6486
Total		54408974	38340568	70.4674	38280282	60286	99.8428	0.1572
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment and remuneration of Shri Vinay Surya (DIN – 00515803) as Whole-time Director for a period of five years as per the provisions of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16730	60426	21.6833	78.3167
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596312	60426	98.3475	1.6525
Total		54408974	38340568	70.4674	38280142	60426	99.8424	0.1576
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for increase in borrowing limits u/s 180(1)(c) of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16822	60334	21.8026	78.1974
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596404	60334	98.3501	1.6499
Total		54408974	38340568	70.4674	38280234	60334	99.8426	0.1574
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(12)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Stock Option Scheme for issue of ESOPs to employees of the Company as per the provisions of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	117141	342945	25.4607	74.5393
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	117141	342945	25.4607	74.5393
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16860	60296	21.8518	78.1482
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596442	60296	98.3511	1.6489
Total		54408974	38340568	70.4674	37937327	403241	98.9483	1.0517
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for creation of Trust namely Surya Roshni Limited Employees Welfare Trust.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	117141	342945	25.4607	74.5393
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	117141	342945	25.4607	74.5393
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16822	60334	21.8026	78.1974
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596404	60334	98.3501	1.6499
Total		54408974	38340568	70.4674	37937289	403279	98.9482	1.0518
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(14)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for funding to Surya Roshni Limited Employees Welfare Trust for implementation of SRL Employee Stock Options Scheme -2018 as per the provisions of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	117141	342945	25.4607	74.5393
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	117141	342945	25.4607	74.5393
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16860	60296	21.8518	78.1482
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596442	60296	98.3511	1.6489
Total		54408974	38340568	70.4674	37937327	403241	98.9483	1.0517
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(15)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for continuance to act as an Independent Director on or after 1st April, 2019 of Shri Ravinder Kumar Narang (DIN – 02318041) on attaining the age of 75 years or more as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	128832	0.7076	14691	114141	11.4032	88.5968
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3708414	20.3686	3594273	114141	96.9221	3.0779
Total		54408974	38392244	70.5623	38278103	114141	99.7027	0.2973
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(16)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for continuance to act as an Independent Director on or after 1st April, 2019 of Shri Krishan Kumar Narula (DIN – 00098124) on attaining the age of 75 years or more as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	342945	117141	74.5393	25.4607
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	342945	117141	74.5393	25.4607
Public- Non Institutions	E-Voting	18206560	128832	0.7076	14691	114141	11.4032	88.5968
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3708414	20.3686	3594273	114141	96.9221	3.0779
Total		54408974	38392244	70.5623	38160962	231282	99.3976	0.6024
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(17)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Kaustubh Narsinh Karmarkar (DIN – 00288642) as Director liable to retire by rotation as per the provisions of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	128902	0.708	14761	114141	11.4513	88.5487
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3708484	20.3689	3594343	114141	96.9222	3.0778
Total		54408974	38392314	70.5625	38278173	114141	99.7027	0.2973
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(18)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment and remuneration of Shri Kaustubh Narsinh Karmarkar (DIN – 00288642) as Whole-time Director for a period of five years as per the provisions of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	460086	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	460086	0	100	0
Public- Non Institutions	E-Voting	18206560	128902	0.708	14621	114281	11.3427	88.6573
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3708484	20.3689	3594203	114281	96.9184	3.0816
Total		54408974	38392314	70.5625	38278033	114281	99.7023	0.2977
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(19)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Adoption of new set of Articles of Association of the Company in substitution of existing Articles of Association of the Company as per the provisions of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34223744	25197734	73.6265	25197734	0	100	0
	Poll		9026010	26.3735	9026010	0	100	0
	Postal Ballot (if applicable)							
	Total	34223744	34223744	100	34223744	0	100	0
Public- Institutions	E-Voting	1978670	460086	23.2523	0	460086	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total	1978670	460086	23.2523	0	460086	0	100
Public- Non Institutions	E-Voting	18206560	77156	0.4238	16860	60296	21.8518	78.1482
	Poll		3579582	19.6609	3579582	0	100	0
	Postal Ballot (if applicable)							
	Total	18206560	3656738	20.0847	3596442	60296	98.3511	1.6489
Total		54408974	38340568	70.4674	37820186	520382	98.6427	1.3573
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

SCRUTINIZER'S REPORT

(Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(ix) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman
45th Annual General Meeting of
Surya Roshni Limited
Prakash Nagar
Sankhol,
Bahadurgarh,
Haryana - 124507

Dear Sir,

Sub. : Scrutinizer's Report on Consolidated voting(E voting and Poll at the AGM) conducted 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 Companies (Management and Administration) Rules 2015

I, D.P Gupta, Proprietor of SGS ASSOCIATES, Company Secretaries Firm having its registered office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer 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 Companies (Management and Administration) Rules 2015, for the purpose of Scrutinizing the e-voting and Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act,2013 on the below mentioned resolution(s), We submit our report as under:

1. The remote e-voting remained opened from 25th September 2018 (9:00 a.m.) to 27th September, 2018 (5:00 p.m.) was taken into account whereas the poll was conducted at the AGM.
2. The shareholders holding shares as on the "cut off" date i.e. 21st September, 2018 were entitled to vote on the proposed resolutions (item no.1 to 19 as set out in the Notice of 45th AGM of Surya Roshni Limited.
3. The votes were unblocked on 28th September 2018 after the conclusion of the AGM. in the presence of two witnesses, Tarun Mangla R/o D=23 Pushpanjali Enclave, Piam Pura, Delhi- 110034 and Mr. Manmohan Singh R/o 9-116/117, Malviya Nagar, New Delhi- 110017 who are not in the employment of the Company.
4. The Poll ballot box was opened in the presence of two persons as mentioned in the rules.
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of M/s National Securities Depositories limited.
6. The results of the Consolidated voting are as under:



A) Resolution 1:- Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2018 and the Report of Directors and Auditors thereon.

(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
E-Voting	56	2,56,44,825	66.94%
Poll at the AGM	28	1,26,05,592	32.90%
Total	84	3,82,50,417	99.84%

(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
E-voting	6	59786	0.16%
Poll at the AGM	0	0	0.00%
Total	6	59786	0.16%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

B) Resolution 2:- To declare dividend on Equity Shares.

(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
E-Voting	57	2,56,75,190	66.97%
Poll at the AGM	28	1,26,05,592	32.88%
Total	85	3,82,80,782	99.84%

(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
E-voting	6	59786	0.16%
Poll at the AGM	0	0	0.00%
Total	6	59786	0.16%

(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 Sh. Raju Bista, Director liable to retire by rotation:

(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
E-Voting	56	2,56,74,690	66.96%
Poll at the AGM	28	1,26,05,592	32.88%
Total	84	3,82,80,282	99.84%



(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
E-voting	7	60286	0.16%
Poll at the AGM	0	0	0.00%
Total	7	60286	0.16%

(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 Loan and Working Capital limit u/s 180(1)(a) of the Companies Act, 2013.

(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
E-Voting	43	2,53,31,735	66.07%
Poll at the AGM	28	1,26,05,592	32.88%
Total	71	3,79,37,327	98.95%

(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
E-voting	20	403241	1.05%
Poll at the AGM	0	0	0.00%
Total	20	403241	1.05%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

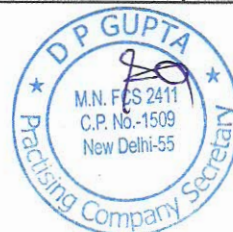
E) Resolution 5:-Increase in Remuneration of Shri Jai Prakash Agarwal (DIN – 00041119) as whole-time Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013.

(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
E-Voting	54	2,56,74,642	66.96%
Poll at the AGM	28	1,26,05,592	32.88%
Total	82	3,82,80,234	99.84%

(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
E-voting	9	60334	0.16%
Poll at the AGM	0	0	0.00%
Total	9	60334	0.16%



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

F) Resolution 6:- Increase in Remuneration of Shri Raju Bista (DIN – 01299297) as Managing Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013.

(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
E-Voting	54	2,56,74,512	66.96%
Poll at the AGM	28	1,26,05,592	32.88%
Total	82	3,82,80,104	99.84%

(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
E-voting	9	60464	0.16%
Poll at the AGM	0	0	0.00%
Total	9	60464	0.16%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil



h.

G) Resolution 7:- Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2018-19, in compliance to the provisions of the Companies Act, 2013.

(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
E-Voting	54	2,56,74,512	66.96%
Poll at the AGM	28	1,26,05,592	32.88%
Total	82	3,82,80,104	99.84%

(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
E-voting	9	60464	0.16%
Poll at the AGM	0	0	0.00%
Total	9	60464	0.16%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

H) Resolution 8:- Appointment of Shri Sunil Sikka (DIN-08063385) as an Independent Director of the Company for a period of five years as per the provisions of the Companies Act, 2013.

(i) **Voted in favour of the resolution:**



h.

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	53	2,56,72,559	66.96%
Poll at the AGM	28	1,26,05,592	32.88%
Total	81	3,82,78,151	99.84%

(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
E-voting	7	60286	0.16%
Poll at the AGM	0	0	0.00%
Total	7	60286	0.16%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

I) Resolution 9:- Appointment of Shri Vinay Surya (DIN – 00515803) as Director of the Company liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013.

(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
E-Voting	56	2,56,74,690	66.96%
Poll at the AGM	28	1,26,05,592	32.88%
Total	84	3,82,80,282	99.84%



(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
E-voting	7	60286	0.16%
Poll at the AGM	0	0	0.00%
Total	7	60286	0.16%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

J) Resolution 10:- Appointment and remuneration of Shri Vinay Surya (DIN – 00515803) as Whole-time Director for a period of five years as per the provisions of the Companies Act, 2013.

(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
E-Voting	55	2,56,74,550	66.96%
Poll at the AGM	28	1,26,05,592	32.88%
Total	83	3,82,80,142	99.84%

(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
E-voting	8	60426	0.16%
Poll at the AGM	0	0	0.00%
Total	8	60426	0.16%



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

K) Resolution 11:- Approval for increase in borrowing limits u/s 180(1)(c) of the Companies Act, 2013.

(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
E-Voting	54	2,56,74,642	66.96%
Poll at the AGM	28	1,26,05,592	32.88%
Total	82	3,82,80,234	99.84%

(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
E-voting	9	60334	0.16%
Poll at the AGM	0	0	0.00%
Total	9	60334	0.16%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil



L) Resolution 12:- Approval of Stock Option Scheme for issue of ESOPs to employees of the Company as per the provisions of the Companies Act, 2013.

(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
E-Voting	43	2,53,31,735	66.07%
Poll at the AGM	28	1,26,05,592	32.88%
Total	71	3,79,37,327	98.95%

(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
E-voting	20	403241	1.05%
Poll at the AGM	0	0	0.00%
Total	20	403241	1.05%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

M) Resolution 13:- Approval for creation of Trust namely Surya Roshni Limited Employees Welfare Trust.

(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
E-Voting	42	2,53,31,697	66.07%
Poll at the AGM	28	1,26,05,592	32.88%
Total	70	3,79,37,289	98.95%

(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
E-voting	21	403279	1.05%
Poll at the AGM	0	0	0.00%
Total	21	403279	1.05%

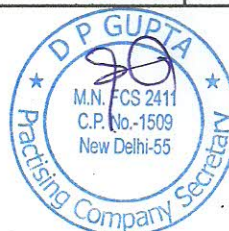
(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

N) Resolution 14:- Approval for funding to Surya Roshni Limited Employees Welfare Trust for implementation of SRL Employee Stock Options Scheme -2018 as per the provisions of the Companies Act, 2013.

(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
E-Voting	43	2,53,31,735	66.07%
Poll at the AGM	28	1,26,05,592	32.88%
Total	71	3,79,37,327	98.95%



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(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
E-voting	20	403241	1.05%
Poll at the AGM	0	0	0.00%
Total	20	403241	1.05%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

O) Resolution 15:- Approval for continuance to act as an Independent Director on or after 1st April, 2019 of Shri Ravinder Kumar Narang (DIN – 02318041) on attaining the age of 75 years or more as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

(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
E-Voting	51	2,56,72,511	66.87%
Poll at the AGM	28	1,26,05,592	32.83%
Total	79	3,82,78,103	99.70%

(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
E-voting	29	114141	0.30%
Poll at the AGM	0	0	0.00%
Total	29	114141	0.30%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

P) Resolution 16:- Approval for continuance to act as an Independent Director on or after 1st April, 2019 of Shri Krishan Kumar Narula (DIN – 00098124) on attaining the age of 75 years or more as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

(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
E-Voting	48	2,55,55,370	66.56%
Poll at the AGM	28	1,26,05,592	32.83%
Total	76	3,81,60,962	99.40%

(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
E-voting	32	231282	0.60%
Poll at the AGM	0	0	0.00%
Total	32	231282	0.60%



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(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

Q) Resolution 17:- Appointment of Shri Kaustubh Narsinh Karmarkar (DIN – 00288642) as Director liable to retire by rotation as per the provisions of the Companies Act, 2013

(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
E-Voting	53	2,56,72,581	66.87%
Poll at the AGM	28	1,26,05,592	32.83%
Total	81	3,82,78,173	99.70%

(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
E-voting	29	114141	0.30%
Poll at the AGM	0	0	0.00%
Total	29	114141	0.30%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil



R) Resolution 18:- Appointment and remuneration of Shri Kaustubh Narsinh Karmarkar (DIN – 00288642) as Whole-time Director for a period of five years as per the provisions of the Companies Act, 2013

(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
E-Voting	52	2,56,72,441	66.87%
Poll at the AGM	28	1,26,05,592	32.83%
Total	80	3,82,78,033	99.70%

(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
E-voting	30	114281	0.30%
Poll at the AGM	0	0	0.00%
Total	30	114281	0.30%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

S) Resolution 19:- Approval for Adoption of new set of Articles of Association of the Company in substitution of existing Articles of Association of the Company as per the provisions of the Companies Act, 2013

(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
E-Voting	40	2,52,14,594	65.76%
Poll at the AGM	28	1,26,05,592	32.88%
Total	68	3,78,20,186	98.64%

(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
E-voting	23	520382	1.36%
Poll at the AGM	0	0	0.00%
Total	23	520382	1.36%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

7. 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.

Thanking You,

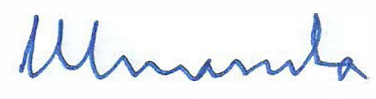
Yours faithfully,

For SGS Associates



D P Gupta
FCS 2411

Place: Bahadurgarh
Dated: 28th September, 2018

 29.09.2018
(K.K. NARULA)
Chairman of the AG
meeting -