AN ISO-9001 : 2000 COMPANY

SURYA ROSHNI LIMITED

CIN - L31501HR1973PLC007543

LIGHTING DIVISION

Padma Tower-1, Rajendra Place, New Delhi-110 008
Ph.: +91-11-25810093-96, 47108000 Fax : +91-11-25789560
E-mail : suryaroshni@surya.in Website : www.suryaroshnilighting.com

SRL/TK/se/14-15/07
September 06, 2014

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. : Voting Result on the Resolution at 41st Annual General Meeting.

Sir,

This has reference to the captioned Clause of the Listing Agreement. Please find enclosed herewith, the voting result on the resolutions passed at the 41st Annual General Meeting of the Company held on 5th September, 2014 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

SURYA ROSHNI LIMITED NEW DELHI 110008

B.B. SINGAL
V.P & Company Secretary

Encl : a/a

SURYA ROSHNI LIMITED

Date of AGM : **5th SEPTEMBER, 2014**

Total Number of shareholders on Book Closure Date (i.e 14th August, 2014) : **18513**

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

Promoter and Promoter Group : **11**
Public : **20**

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, 2014, 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 : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	Nil	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4606292	29.23	4606270	22	99.99	0.00
Total	43831250	31449943	71.75	31449921	22	99.99	0.00

Result : Passed with requisite majority

ITEM NO.2: - APPROVAL OF EQUITY DIVIDEND

Resolution Required : Ordinary

"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, 2014 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 14th August, 2014 and/or the register of beneficial owners maintained by the depository as at the end of 11th August, 2014."

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605468	29.22	4605262	206	99.99	0.00
Total	43831250	31449119	71.75	31448913	206	99.99	0.00

Result : Passed with requisite majority

ITEM NO.3 : - REAPPOINTMENT OF SHRI RAJU BISTA (DIN- 01299297) AS DIRECTOR OF THE COMPANY RETIRE BY ROTATION

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Resolution Required : Ordinary

"RESOLVED THAT Shri Raju Bista having DIN - 01299297, 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 : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	Nil	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605048	29.22	4603717	1331	99.97	0.03
Total	43831250	31448699	71.75	31447368	1331	99.99	0.00

Result : Passed with requisite majority

ITEM NO.4 : - (REAPPOINTMENT OF STATUTORY AUDITORS)

Resolution Required : Ordinary

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the retiring auditors of the Company, M/s. Sastry K. Anandam & Company, Chartered Accountants, being eligible, offer themselves for reappointment as Statutory Auditors of the Company 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 : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	Nil	100.00	Nil

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Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605438	29.22	4604033	1405	99.97	0.03
Total	43831250	31449089	71.75	31447684	1405	99.99	0.00

Result : Passed with requisite majority

(B) SPECIAL BUSINESS :

ITEM NO.5: - CONSENT U/S 180(1)(a) OF COMPANIES ACT, 2013

Resolution Required : Special

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 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 an agent of Banks / Financial Institutions to secure:

a) Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by Export – Import Bank of India (EXIM) to the Company.

b) Term Loan of Rs 5000 lac (Rupees Five thousand lac only) lent and advanced by State Bank of Travancore (SBOT) to the Company.

c) Term Loan of Rs. 2000 lac (Rupees Two thousand lac only) lent and advanced by Punjab National Bank to the Company.

d) The Working Capital Limits of Rs. 91862 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	41562
2	Punjab National Bank	17300
3	State Bank of Patiala	9700
4	IDBI Bank Ltd.	5500
5	State Bank of Travancore	7500
6	ICICI Bank Limited	6000
7	Standard Chartered Bank	4300
	TOTAL	91862

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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, 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 : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605080	29.22	4602972	2108	99.95	0.05
Total	43831250	31448731	71.75	31446623	2108	99.99	0.01

Result : Passed with requisite majority

ITEM NO.6: - CONSENT U/S 180(1)(c) OF COMPANIES ACT, 2013

Resolution Required : Special

"RESOLVED THAT in supersession of the resolution passed under section 293(1)(d) of the Companies Act, 1956 by the members of the Company in their meeting held on 24th September, 2010, in relation to the exercise of borrowing power , consent of the Company be and is hereby accorded, under the provisions of section 180(1)(c) and Articles of the Company and all other applicable provisions, if any of the Companies Act, 2013 and subject to compliance with all applicable laws and regulations, to the Board of Directors of the Company (hereinafter referred to as " the Board " which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money in any manner, from time to time, with or without security and upon such terms and conditions as they deem appropriate, notwithstanding that the aggregate of moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, from time to time , that is to say, reserves not set apart for any specific purpose;

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Provided however that the total amount up to which monies may be borrowed by the Board (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any given point of time the sum of Rs. 2000 Crore (Rupees Two thousand Crore only)."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary desirable or expedient to give effect to this resolution."

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605388	29.22	4603157	2231	99.95	0.05
Total	43831250	31449039	71.75	31446808	2231	99.99	0.01

Result : Passed with requisite majority

ITEM NO.7 : - REAPPOINTMENT OF SHRI RAJU BISTA (DIN- 01299297) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS FROM 18TH JUNE 2014 TO 17TH JUNE, 2019.

Resolution Required : Ordinary

"**RESOLVED THAT** in accordance with the provisions of Section 196,197,198,200, 203 and Schedule V and such other applicable provisions, if any, of the Companies Act, 2013, (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 reappointment of, including remuneration, perquisites, benefits and amenities payable to Shri Raju Bista having Director Identification No. (DIN – 01299297) as the Managing Director of the Company for a period of five years commencing from 18th June, 2014 to 17th June, 2019, as set out in the Agreement executed between the Company and Shri Raju Bista, the main terms of which are set out in this 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 re-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 V of the Companies Act, 2013, 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 : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605188	29.22	4604416	772	99.98	0.02
Total	43831250	31448839	71.75	31448067	772	99.99	0.00

Result : Passed with requisite majority

ITEM NO.8 : - APPOINTMENT OF SHRI KRISHAN KUMAR NARULA (DIN -00098124) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS FROM 5TH SEPTEMBER, 2014 TO 4TH SEPTEMBER, 2019

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Resolution Required : Ordinary

" **RESOLVED THAT** Sh. Krishan Kumar Narula (DIN – 00098124) who was appointed as Director liable to retire by rotation on the Board of Surya Roshni Limited by the members in the Annual general Meeting w.e.f 27th September, 2013 and is continuing as independent director and meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing agreement be and hereby proposed by the Board of Directors to appoint him as independent director not liable to retire by rotation for a period of five consecutive years w.e.f 5th September, 2014 to 4th September, 2019."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 149, 150 , 152, 160 and 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 and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Krishan Kumar Narula (DIN – 00098124) as an independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

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

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 : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605138	29.22	4603801	1337	99.97	0.03
Total	43831250	31448789	71.75	31447452	1337	99.99	0.00

Result : Passed with requisite majority

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ITEM NO.9 : - APPOINTMENT OF SHRI RAVINDER KUMAR NARANG (DIN -02318041) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS FROM 5TH SEPTEMBER, 2014 TO 4TH SEPTEMBER, 2019

Resolution Required : Ordinary

" **RESOLVED THAT** Sh. Ravinder Kumar Narang (DIN – 02318041) who was appointed as Director liable to retire by rotation on the Board of Surya Roshni Limited by the members in the Annual general Meeting w.e.f 28th September, 2012 and is continuing as independent director and meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing agreement be and hereby proposed by the Board of Directors to appoint him as independent director not liable to retire by rotation for a period of five consecutive years w.e.f 5th September, 2014 to 4th September, 2019.

"RESOLVED THAT in accordance with the provisions of Section 149, 150 , 152, 160 and 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 and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Ravinder Kumar Narang having Director Identification No. (DIN) – 02318041 as an independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

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

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 : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605113	29.22	4603632	1481	99.97	0.03
Total	43831250	31448764	71.75	31447283	1481	99.99	0.00

Result : Passed with requisite majority

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ITEM NO.10 : - APPOINTMENT OF SHRI UTPALKUMAR ANILKUMAR MUKHOPADHYA (DIN -02766045) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS FROM 5TH SEPTEMBER, 2014 TO 4TH SEPTEMBER, 2019

Resolution Required : Ordinary

" **RESOLVED THAT** Sh. Utpalkumar Anilkumar Mukhopadhya (DIN – 02766045) who was appointed as Director liable to retire by rotation on the Board of Surya Roshni Limited by the members in the Annual general Meeting w.e.f 27th September, 2013 and is continuing as independent director and meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing agreement be and hereby proposed by the Board of Directors to appoint him as independent director not liable to retire by rotation for a term of five consecutive years w.e.f 5th September, 2014 to 4th September, 2019, the date of first appointment of Sh. Utpalkumar Anilkumar Mukhopadhya in Surya Roshni Limited."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 149, 150 , 152, 160 and 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 and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Utpalkumar Anilkumar Mukhopadhya having Director Identification No. (DIN) – 02766045 as an independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Utpalkumar Anilkumar Mukhopadhya meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his 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."

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil

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Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4604751	29.22	4603349	1402	99.97	0.03
Total	43831250	31448402	71.75	31447000	1402	99.99	0.00

Result : Passed with requisite majority

ITEM NO.11 : - APPOINTMENT OF SHRI TARA SANKAR SUDHIR BHATTACHARYA (DIN -00157305) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS FROM 5TH SEPTEMBER, 2014 TO 4TH SEPTEMBER, 2019

Resolution Required : Ordinary

" **RESOLVED THAT** Sh. Tara Sankar Sudhir Bhattacharya (DIN – 00157305) who was appointed as Director liable to retire by rotation on the Board of Surya Roshni Limited by the members in the Annual general Meeting w.e.f 28th September, 2011 and is continuing as independent director and meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing agreement be and hereby proposed by the Board of Directors to appoint him as independent director not liable to retire by rotation for a term of five consecutive years w.e.f 5th September, 2014 to 4th September, 2019, the date of first appointment of Sh. Tara Sankar Sudhir Bhattacharya in Surya Roshni Limited."

"RESOLVED THAT in accordance with the provisions of Section 149, 150 , 152, 160 and 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 and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Tara Sankar Sudhir Bhattacharya having Director Identification No. (DIN) – 00157305 as an independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Tara Sankar Sudhir Bhattacharya meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his 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."

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4604720	29.22	4603636	1084	99.98	0.02
Total	43831250	31448371	71.75	31447287	1084	99.99	0.00

Result : Passed with requisite majority

ITEM NO. 12 APPROVAL FOR ACCEPTANCE OF FIXED DEPOSITS UNDER SECTION 73 TO 76 OF COMPANIES ACT, 2013

Resolution Required : Special

"RESOLVED THAT in accordance with Chapter V which deals with the provisions of Section 73,74,75 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 or any such rules as the Central Government in consultation with Reserve Bank of India prescribe , and such other applicable provisions, if any, of the Companies Act, 2013, (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 for acceptance of fresh as well as renewal of Deposits whether secured and / or unsecured from the General public and / or members of the company, for such period and within such limits as specified in the act / rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise all terms and conditions related to acceptance of fixed deposits and to do all such acts, deeds and matter as may be necessary or expedient for giving effect to the above resolution."

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Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding	No. of Votes – in favour	No. of Votes against	% of votes in	% of votes against

	(1)	(2)	shares (3)=[(2) / (1)] * 100	(4)	(5)	favour on votes polled (6) = [(4) / (2)} * 100	on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605488	29.22	4604604	884	99.98	0.02
Total	43831250	31449139	71.75	31448255	884	99.99	0.00

Result : Passed with requisite majority

ITEM NO. 13 CONSENT U/S 186 OF THE COMPANIES ACT, 2013 TO CONTINUE TO GIVE ANY GUARANTEE OR PROVIDE ANY SECURITIES FOR SURYA GLOBAL STEEL TUBES LIMITED UPTO THE LIMIT OF RS. 135 CRORES

Resolution Required : Special

"**RESOLVED THAT** pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and that of the listing agreement with the stock exchange(s) including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals, consents, sanctions and permissions as may be necessary, and subject to such condition(s) and modification(s) as may be prescribed and imposed while granting such approval(s), permission(s) and sanction(s), consent of the Company be accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute for this purpose) of the Company to continue to give any guarantee(s), and / or to provide any security (ies) in connection with loan(s) made by Surya Global Steel Tubes Limited as specified in the Explanatory Statement annexed hereto up to the limit of Rs.135 crores (Rupees One Hundred thirty Five crores) as specified in the Postal Ballot Notice dated 10th April, 2009 and was approved by the shareholders through Postal Ballot in its general meeting held on 5th June, 2009.

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."

SURYA ROSHNI LIMITED NEW DELHI 110008

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	7518229	26.80	7518229	Nil	100	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605055	29.22	4603336	1719	99.96	0.04
Total	43831250	12123284	27.66	12121565	1719	99.99	0.01

Result : Passed with requisite majority

ITEM NO. 14 APPROVAL TO PAY REMUNERATION OF RS. 2,75,000 AS COST AUDIT FEES TO COST AUDITORS M/S R J GOEL & COMPANY FOR THE FINANCIAL YEAR ENDING 31-03-2015

Resolution Required : Ordinary

"RESOLVED THAT pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force , the Cost Auditor M/s R J Goel & Co. (a Cost Audit firm) appointed by the Board of directors of the Company to conduct the audit of the cost records of the company for the financial year ending 31st March, 2015 be paid the remuneration of Rs. 2,75,000 (Rupees Two lakh Seventy five thousand only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters , things and take all such steps as may be necessary desirable or expedient to give effect to this resolution."

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]

SURYA ROSHNI LIMITED NEW DELHI 110008

Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605138	29.22	4604204	934	99.98	0.02
Total	43831250	31448789	71.75	31447855	934	99.99	0.00

Result : Passed with requisite majority

ITEM NO.15 : - APPOINTMENT OF SHRI SUDHANSHU KUMAR AWASTHI (DIN -02162923) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS FROM 5TH SEPTEMBER, 2014 TO 4TH SEPTEMBER, 2019

Resolution Required : Ordinary

"RESOLVED THAT in accordance with the provisions of Section 149, 150 , 152, 160 and 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 and clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Sudhanshu Kumar Awasthi having Director Identification No. (DIN) – 02162923 as an Independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Sudhanshu Kumar Awasthi meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his 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."

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	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)]

SURYA ROSHNI LIMITED NEW DELHI 110008

Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4604745	29.22	4602927	1818	99.96	0.04
Total	43831250	31448396	71.75	31446578	1818	99.99	0.01

Result : Passed with requisite majority

ITEM NO.16 : - APPOINTMENT OF SHRI SURENDRA SINGH KHURANA (DIN -02126149) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS FROM 5TH SEPTEMBER, 2014 TO 4TH SEPTEMBER, 2019

Resolution Required : Ordinary

"RESOLVED THAT in accordance with the provisions of Section 149, 150 , 152, 160 and 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 and clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Surendra Singh Khurana having Director Identification No. (DIN) – 02126149 as an Independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Surendra Singh Khurana meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his 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."

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	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)]

SURYA ROSHNI LIMITED NEW DELHI 110008

Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4604745	29.22	4603773	972	99.98	0.02
Total	43831250	31448396	71.75	31447424	972	99.99	0.00

Result : Passed with requisite majority

ITEM NO. 17 CONSENT U/S 188 OF THE COMPANIES ACT, 2013 TO CONTINUE CONTRACT / AGREEMENT ENTERED WITH SURYA GLOBAL STEEL TUBES LIMITED BEYOND 31ST MARCH, 2015.

Resolution Required : Special

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or reenactment thereof, for the time being enforce)and applicable Rules framed thereunder and Clause 49 of the listing agreement with the stock exchange(s) including any statutory modification(s) or re-enactment(s) thereof and as per the provisions of Articles of Association and subject to compliances of all applicable laws and regulations, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute for this purpose) to continue contract / agreement executed between the Company and M/s Surya Global Steel Tubes Limited, brief terms of which are set out in the explanatory statement in regard to purchase of goods or materials and to provide guarantee or security deposit for performance of said Contract, as per the terms and conditions of the agreement.

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 in the best interest of the Company ."

Mode of Voting : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/ (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)] .
Promoter and Promoter Group	28056182	7518229	26.80	7518229	Nil	100	Nil

SURYA ROSHNI LIMITED NEW DELHI 110008

Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605493	29.22	4604676	817	99.98	0.02
Total	43831250	12123722	27.66	12122905	817	99.99	0.01

Result : Passed with requisite majority

ITEM NO. 18 APPROVAL FOR KEEPING REGISTER OF MEMBERS WITH THE REGISTRAR – MAS SERVICES LTD AT NEW DELHI

Resolution Required : Special

"RESOLVED THAT pursuant to the provisions of Section 88 & 94 and such other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and that of the listing agreement with the stock exchange(s) and in compliance with Securities and Exchange Board of India (SEBI) circular including any statutory modification(s) or re-enactment(s) thereof and subject to compliances of all applicable laws and regulations, consent of the members of the Company be and is hereby accorded by means of Special Resolution to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute for this purpose) to keep Register of Members with Company Registrar Mas Services Limited , T- 34, 2nd floor, Okhla Industrial Area, Phase – II, New Delhi -110020 .

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 : Poll / Postal Ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/ (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]
Promoter and Promoter Group	28056182	26843651	95.68	26843651	0	100.00	Nil
Public – Institutional Holders	15409	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	15759659	4605523	29.22	4604846	677	99.99	0.01
Total	43831250	31449174	71.75	31448497	677	99.99	0.00

Result : Passed with requisite majority