SGS Associates
Company Secretaries

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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
41st Annual General Meeting of
Surya Roshni Limited
Prakash Nagar
Sankhol,
Bahadurgarh,
Haryana - 124507

Dear Sir,

Sub. : Scrutinizer's Report on Consolidated voting(E voting, Postal 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

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, 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 e-voting period remained open from 27th August, 2014 (10:00 a.m.) to 29th August, 2014 (6:00 p.m.). The Postal Ballots received till 6.00 P.M. on 29th August 2014 were taken into account whereas the poll was conducted at the AGM.

2. The shareholders holding shares as on the "cut off" date i.e. 11th July ,2014 were entitled to vote on the proposed resolutions (item no.1 to 18 as set out in the Notice of 41st AGM of Surya Roshni Limited.

3. The votes were unblocked on 29th August, 2014 after 6.00 p.m. in the presence of two witnesses, Ms. Sakshi Mathur (Pocket – L, 234 B, Dilshad Garden, Delhi - 110095) and Ms. Surbhi Bansal (House no. 46, BLOCK B-3 Paschim Vihar New Delhi - 110063) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures Mathur
Name SAKSHI MATHUR

Signatures Surbhi
Name Surbhi Bansal

4. The Poll ballot box was opened in the presence of two persons as mentioned in the rules.

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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 Central Depository services(India) Limited.**

6. The results of the Consolidated voting are as under:

A) Resolution 1:- Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31st 2014.

(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	17	6616894	21.04%
Postal Ballot	170	38270	0.12%
Poll at the AGM	16	24794757	78.84%
Total	203	31449921	100%

(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	0	0	0.00%
Postal Ballot	3	22	0.00%
Poll at the AGM	0	0	0.00%
Total	3	22	0.00%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

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	17	6616894	21.04%
Postal Ballot	169	37262	0.12%
Poll at the AGM	16	24794757	78.84%
Total	202	31448913	100%

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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	0	0	0.00%
Postal Ballot	4	206	0.00%
Poll at the AGM	0	0	0.00%
Total	4	206	0.00%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

C) Resolution 3:- Re-appointment of Shri Raju Bista Director retiring 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	16	6616844	21.04%
Postal Ballot	163	35767	0.11%
Poll at the AGM	16	24794757	78.84%
Total	189	31447368	99.99%

(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	1	50	0.00%
Postal Ballot	10	1281	0.01%
Poll at the AGM	0	0	0.00%
Total	11	1331	0.01%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

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D) Resolution 4:- Re-appointment of M/s Sastry K Anandam & Company , Chartered Accountants & Fixing their Remuneration.

(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	16	6616844	21.04%
Postal Ballot	165	36083	0.11%
Poll at the AGM	16	24794757	78.84%
Total	197	31447684	99.99%

(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	1	50	0.00%
Postal Ballot	8	1355	0.01%
Poll at the AGM	0	0	0.00%
Total	9	1405	0.01%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

E) Resolution 5:- Consent for Mortgage of Properties for Loans and working capital limit u/s 180(1)(a) of 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	17	6616894	21.04%
Postal Ballot	160	34972	0.11%
Poll at the AGM	16	24794757	78.84%
Total	193	31446623	99.99%



(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	0	0	0.00%
Postal Ballot	13	2108	0.01%
Poll at the AGM	0	0	0.00%
Total	13	2108	0.01%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

F) Resolution 6:- Renewal of consent u/s 180(1)(c) to borrow money upto Rs.2000 crore in compliance to 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	17	6616894	21.04%
Postal Ballot	161	35157	0.11%
Poll at the AGM	16	24794757	78.84%
Total	194	31446808	99.99%

(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	0	0	0.00%
Postal Ballot	12	2231	0.01%
Poll at the AGM	0	0	0.00%
Total	12	2231	0.01%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

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G) Resolution 7:-Re- appointment of Managing Director for a period of 5 years from 18-06-2014 to 17-06-2019.

(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	16	6616844	21.04%
Postal Ballot	167	36466	0.12%
Poll at the AGM	16	24794757	78.84%
Total	199	31448067	100%

(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	1	50	0.00%
Postal Ballot	6	722	0.00%
Poll at the AGM	0	0	0.00%
Total	7	772	0.00%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

H) Resolution 8:- Appointment of Sh. Krishan Kumar Narula (holding DIN 000098124) as an Independent Director for a period of 5 years.

(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	16	6616844	21.04%
Postal Ballot	162	35851	0.11%
Poll at the AGM	16	24794757	78.84%
Total	194	31447452	99.99%

(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	1	50	0.00%
Postal Ballot	11	1287	0.01%
Poll at the AGM	0	0	0.00%
Total	0	0	0.01%

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(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

I) Resolution 9:- Appointment of Sh. Ravinder Kumar Narang (holding DIN 02318041) as an Independent Director for a period of 5 years.

(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	17	6616894	21.04%
Postal Ballot	162	35632	0.11%
Poll at the AGM	16	24794757	78.84%
Total	195	31447283	99.99%

(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	0	0	0.00%
Postal Ballot	11	1481	0.01%
Poll at the AGM	0	0	0.00%
Total	11	1481	0.01%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

I) Resolution 10:- Appointment of Sh. Utpal Kumar Anil Kumar Mukhopadhya (holding DIN 02766045) as an Independent Director for a period of 5 years.

(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	16	6616844	21.04%
Postal Ballot	164	35399	0.11%
Poll at the AGM	16	24794757	78.84%
Total	196	31447000	99.99%

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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	1	50	0.00%
Postal Ballot	9	1352	0.01%
Poll at the AGM	0	0	0.00%
Total	10	1402	0.01%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

I) Resolution 11:- Appointment of Sh. Tara Sankar Sudhir Bhattacharya (holding DIN 00157305) as an Independent Director for a period of 5 years.

(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	17	6616894	21.04%
Postal Ballot	164	35636	0.12%
Poll at the AGM	16	24794757	78.84%
Total	197	31447287	100%

(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	0	0	0.00%
Postal Ballot	9	1084	0.00%
Poll at the AGM	0	0	0.00%
Total	9	1084	0.00%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

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I) Resolution 12:- Approval for Acceptance of Fixed Deposits in Compliance of Chapter V of 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	17	6616894	21.04%
Postal Ballot	167	36604	0.12%
Poll at the AGM	16	24794757	78.84%
Total	200	31448255	100%

(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	0	0	0.00%
Postal Ballot	6	884	0.00%
Poll at the AGM	0	0	0.00%
Total	6	884	0.00%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

Resolution 13:- Approval for Continuing/Providing Gurantee and Security to Surya Global Steel Tubes Ltd to the extent of Rs.135 Crore in compliance to Companies Act,2013/Listing Agreement.

(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	15	4567047	37.67%
Postal Ballot	163	35336	0.29%
Poll at the AGM	7	7519182	62.02%
Total	185	12121565	99.98%

(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	0	0	0.00%
Postal Ballot	10	1719	0.02%
Poll at the AGM	0	0	0.00%
Total	10	1719	0.02%

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(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

Note: Less Voted 2049847 votes.(E-voting)
Note: Less Voted 9 Ballots for 17275575 votes.(Polling)

I) Resolution 14:- Approve Remuneration of Cost Auditors M/s R J Goel & Co. For the FY – 2014-15 in compliance to 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	16	6616844	21.04%
Postal Ballot	167	36254	0.12%
Poll at the AGM	16	24794757	78.84%
Total	199	31447855	100%

(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	1	50	0.00%
Postal Ballot	6	884	0.00%
Poll at the AGM	0	0	0.00%
Total	7	934	0.00%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

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l) Resolution 15:- Appointment of Sh. Sudhanshu Kumar Awasthi (holding DIN 02162923) as an Independent Director for a period of 5 years.

(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	16	6616844	21.04%
Postal Ballot	160	34977	0.11%
Poll at the AGM	16	24794757	78.84%
Total	192	31446578	99.99%

(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	1	50	0.00%
Postal Ballot	13	1768	0.01%
Poll at the AGM	0	0	0.00%
Total	14	1818	0.01%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

l) Resolution 16:- Appointment of Sh. Surendra Kumar Khurana (holding DIN 02126149) as an Independent Director for a period of 5 years.

(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	16	6616844	21.04%
Postal Ballot	165	35823	0.12%
Poll at the AGM	16	24794757	78.84%
Total	197	31447424	100%

(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	1	50	0.00%
Postal Ballot	8	922	0.00%
Poll at the AGM	0	0	0.00%
Total	9	972	0.00%

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(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

Resolution 17:- Approval to continue of existing contract/agreement between the company and M/s Surya Global Steel Tubes Limited in compliance to Companies Act, 2013 and Listing Agreement.

(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	15	4567047	37.67%
Postal Ballot	166	36676	0.30%
Poll at the AGM	7	7519182	62.02%
Total	188	12122905	99.99%

(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	0	0	0.00%
Postal Ballot	7	817	0.01%
Poll at the AGM	0	0	0.00%
Total	7	817	0.01%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

Note: Less Voted 2049847 votes.(E-voting)
Note: Less Voted 9 Ballots for 17275575 votes.(Polling)

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l) Resolution 18:- Approval for keeping Register of members with the Registrar Mas Services Limited.

(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	17	6616894	21.04%
Postal Ballot	165	36846	0.12%
Poll at the AGM	16	24794757	78.84%
Total	198	31448497	100.00%

(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	0	0	0.00%
Postal Ballot	8	677	0.00%
Poll at the AGM	0	0	0.00%
Total	8	677	0.00%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3475

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: New Delhi

Dated: 5th September 2014