



SURYA ROSHNI LIMITED

LIGHTING DIVISION

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

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

SRL/TK/se/12-13/ 07
September 28, 2012

The Secretary
The Stock Exchange, Mumbai
New Trading Ring, 14th Floor,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
MUMBAI - 400 001

The Manager
Listing Department
The National stock Exchange of India Ltd
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Ref. : Clause 35A of the Listing Agreement

Sub. : Proceedings of the 39th Annual General Meeting.

Sir,

This has reference to the captioned Clause of the Listing Agreement. Please find enclosed herewith, the proceedings of the 39th Annual General Meeting of the Company held on 28th September, 2012 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,

Surya Roshni Limited



B.B. SINGAL

VP & Company Secretary

Encl : a.a.

SURYA ROSHNI LIMITED

Date of AGM : 28th SEPTEMBER, 2012

Total Number of shareholders : 20782
on Book Closure Date
(i.e 7th September, 2012)

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

Promoter and Promoter Group : 7

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, 2012, the Profit and Loss account and Cash Flow Statement for the year ended on that date alongwith the Directors’ Report and Auditors’ Report thereon be and the same are hereby received, approved and adopted.”

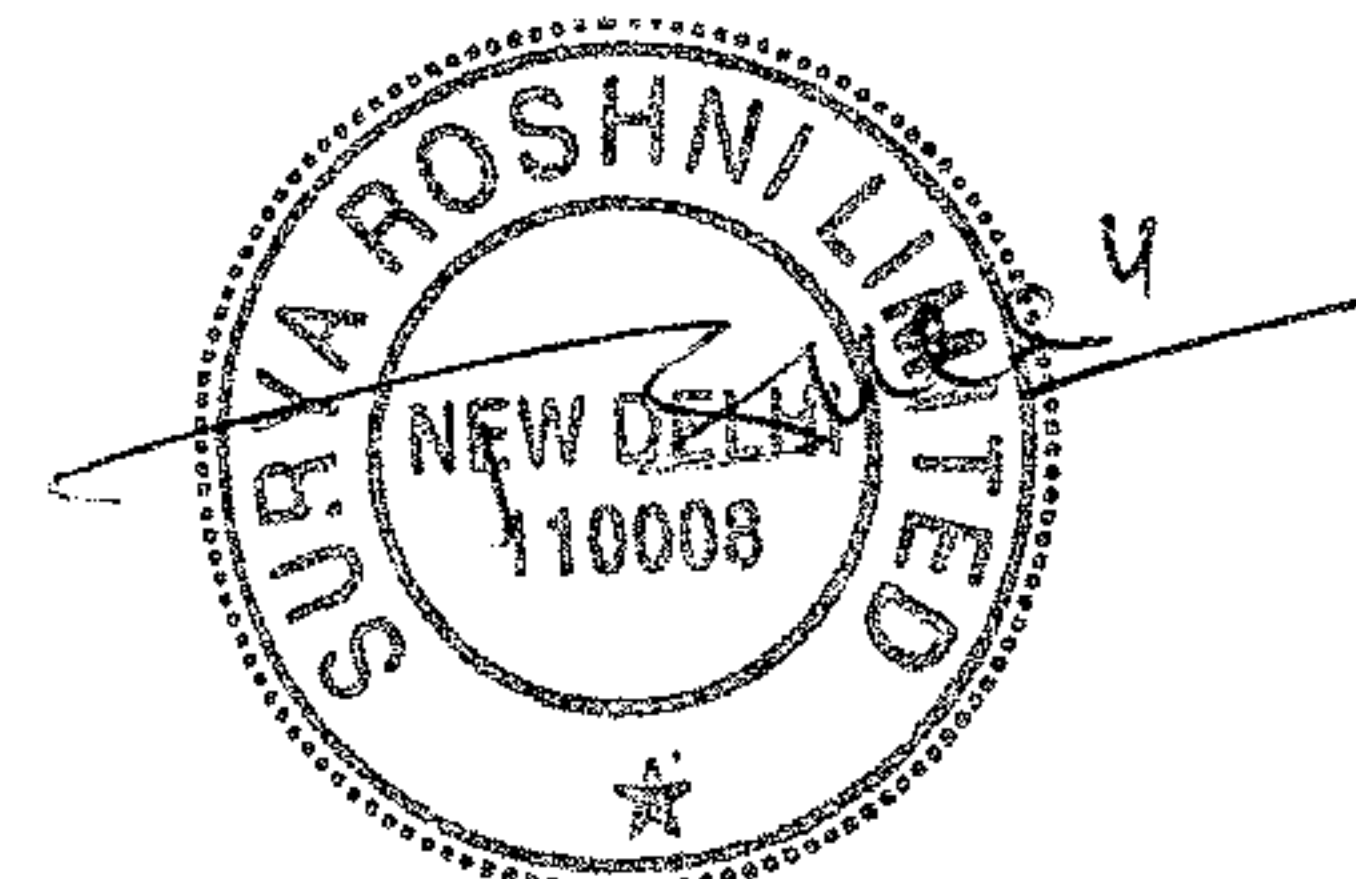
Mode of Voting : Show of Hands
Result : Passed Unanimously

ITEM NO.2 : - REAPPOINTMENT OF SHRI RAVINDER KUMAR NARANG AS DIRECTOR OF THE COMPANY

Resolution Required : Ordinary

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

Mode of Voting : Show of Hands
Result : Passed Unanimously



ITEM NO.3 : - REAPPOINTMENT OF SHRI RAJU BISTA AS DIRECTOR OF THE COMPANY

Resolution Required : Ordinary

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

Mode of Voting : Show of Hands

Result : Passed Unanimously

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

Resolution Required : Ordinary

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

Mode of Voting : Show of Hands

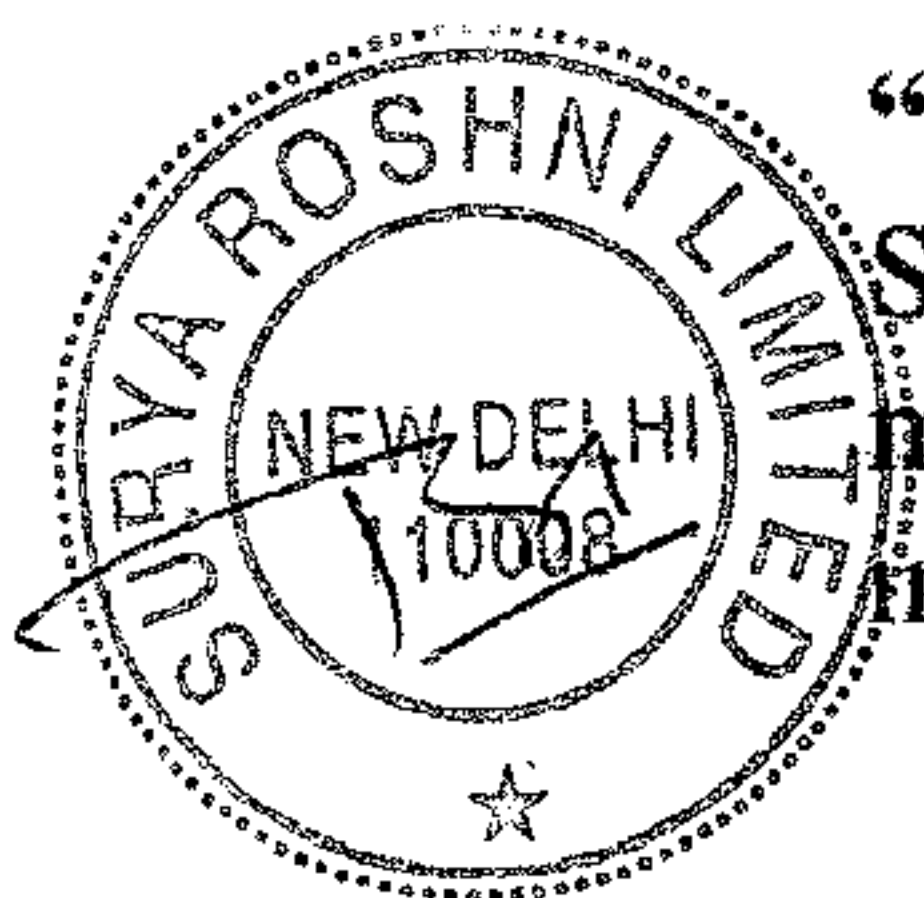
Result : Passed Unanimously

(B) SPECIAL BUSINESS :

ITEM NO.5: - (CONSENT U/S 293(1)(a))

Resolution Required : Ordinary

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to mortgaging and/or charging by the Board of Directors of the Company of all the immovable and movable properties of the Company where so ever situated, present and



future and the whole of the undertaking of the Company in favour of IDBI Bank Ltd. acting for itself and as agent of Banks/Financial Institutions to secure:

- a) Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by The South Indian Bank Limited (TSIBL) to the Company.
- b) Term Loan of Rs 2625 lac (Rupees Two thousand six hundred twenty five lac only) lent and advanced by State Bank of India (SBI) to the Company.
- c) Bill Discounting Limit of Rs 2000 lac (Rupees Two thousand lac only) lent and advanced by Small Industries Development Bank of India (SIDBI) to the Company.
- d) The Working Capital Limits of Rs. 86169 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;

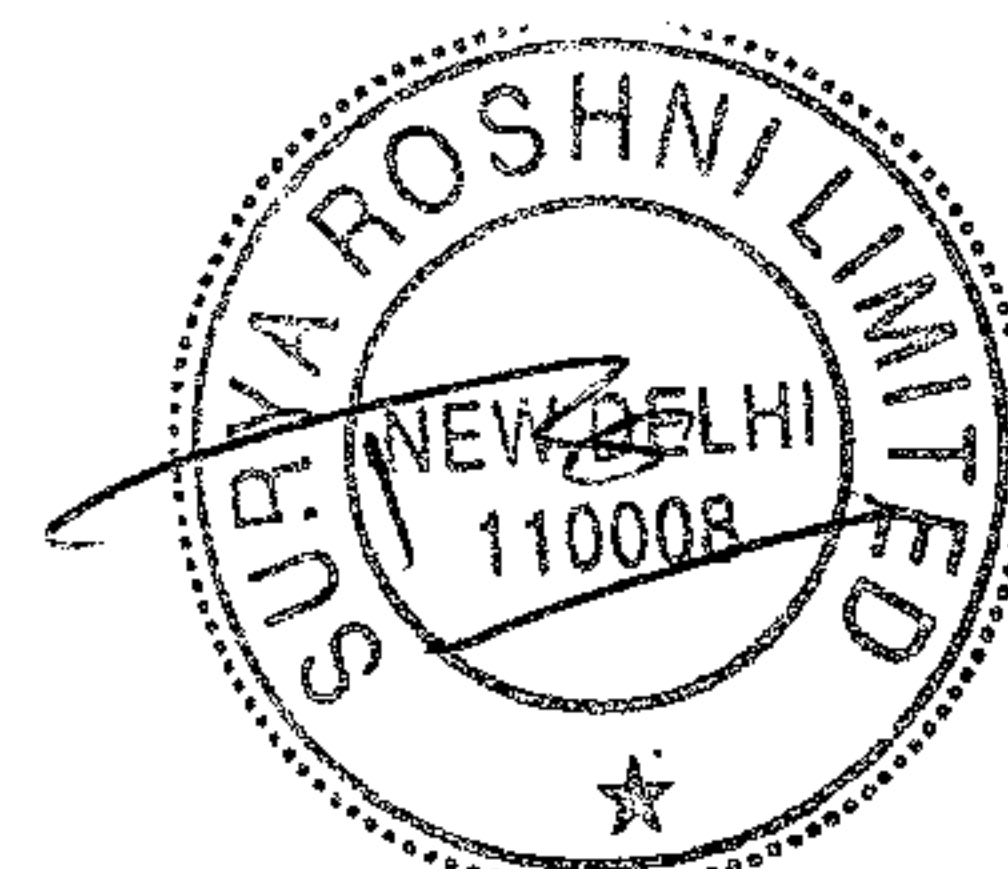
S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India	35369
2	Punjab National Bank	26000
3	State Bank of Patiala	6000
4	IDBI Bank Ltd.	5500
5	State Bank of Travancore	3000
6	ICICI Bank Limited	6000
7	Standard Chartered Bank	4300
	TOTAL	86169

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

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

Mode of Voting : Show of Hands

Result : Passed Unanimously



**ITEM NO.6: - REAPPOINTMENT OF SHRI JAI PRAKASH AGARWAL
AS MANAGING DIRECTOR OF THE COMPANY**

Resolution Required : Ordinary

“RESOLVED THAT pursuant to provisions of Section 198, 269, 309, 317 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (the Act) including any statutory modification or any amendment or any substitution or reenactment 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 Jai Prakash Agarwal as the Managing Director of the Company for a period of five years commencing from 1st January, 2012 to 31st December, 2016, as set out in the Agreement executed between the Company and Shri Jai Prakash Agarwal, 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 Jai Prakash Agarwal remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of Part II of Schedule XIII of the Companies Act, 1956, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Jai Prakash Agarwal 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 announced by the Central Government from time to time.”

Mode of Voting : Show of Hands

Result : Passed Unanimously

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

