



SURYA ROSHNI LIMITED

Regd. Office: Prakash Nagar Sankhol, Bahadurgarh – 124507 (Haryana)

Abstract of variation in terms and conditions of appointment of Shri Jai Prakash Agarwal Chairman & Managing Director of the Company (Disclosure under section 302(2) of the Companies Act, 1956)

The Shareholders of the Company at the Annual General Meeting held on 28-09-2006 had appointed Shri Jai Prakash Agarwal as a Joint Managing Director for a period of five years from 01-01-2007 to 31-12-2011. On 31-07-2008 Board of Directors has unanimously designated Sh. Jai Prakash Agarwal as Managing Director of the company. Further on 28-05-2010 Board of Directors approved the revised remuneration of Shri Jai Prakash Agarwal, as Managing Director w.e.f. 01-06-2010 as stated in the supplementary agreement dated 28.05.2010 executed between the company and Jai Prakash Agarwal for the rest of his tenure which was subsequently approved by the shareholders of the company in the Extra Ordinary General meeting held on 29th June, 2010.

However, seeing the vast expansion and increased business activities of the Company which resulted in substantial rise in interest, salary and other cost, the Managing Director Sh. Jai Prakash Agarwal has taken a bold step and wish to draw Basic Salary of Rs. 100/- per month w.e.f. 1st March, 2011 instead of Rs. 8,50,000 as entitled, till the company will be able to utilize all its capacities & achieved the desired level.

The Board of Directors in their meeting held on 5th May, 2011, appreciate the move of Managing Director and thus approved him (Jai Prakash Agarwal) to draw voluntarily basic salary of Rs. 100/- per month w.e.f. 01-03-2011 till he desires during his current tenure. The rest clauses of the Supplementary Agreement dated 28-05-2010 will remain same and effective.

None of the Directors of the Company are concerned or interested in the above said variation except Smt. Urmi Agarwal & Shri Jai Prakash Agarwal.

Abstract of variation in terms and conditions of appointment of Shri Satya Narain Bansal Whole-time Director of the Company (Disclosure under section 302(7) of the Companies Act, 1956)

The Shareholders of the Company at the Annual General Meeting held on 24-09-2008 had appointed Shri Satya Narain Bansal as a Whole - Time Director, currently designated as Deputy Managing Director (Finance & Corporate Management) for a period of five years from 31-07-2008 to 30-07-2013. Further on 28-05-2010 Board of Directors approved the revised remuneration of Shri Satya Narain Bansal w.e.f. 01-06-2010 as stated in the supplementary agreement dated 28.05.2010 executed between the company and Shri Satya Narain Bansal for the rest of his tenure which was subsequently approved by the shareholders of the company in the Extra Ordinary General meeting held on 29th June, 2010.

However, seeing the vast expansion and increased business activities of the Company which resulted in substantial rise in interest, salary and other cost, the Dy. Managing Director (Finance & Corporate Management) Sh. Satya Narain Bansal has taken a bold step and wish to draw Basic Salary of Rs. 1,00,000/- per month w.e.f. 1st April, 2011 instead of Rs. 2,00,000/- as entitled, till the company will be able to utilize all its capacities & achieved the desired level.

The Board of Directors in their meeting held on 5th May, 2011 appreciate the move of Dy. Managing Director (Finance & Corporate Management) and thus approved him (Satya Narain Bansal) to draw voluntarily basic salary of Rs. 1,00,000/- (One Lakh) per month w.e.f. 01-04-2011 till he desires during his current tenure. The rest clauses of the Supplementary Agreement dated 28-05-2010 will remain same and effective.

None of the Directors of the Company are concerned or interested in the above said variation except Shri Satya Narain Bansal.

Abstract of variation in terms and conditions of appointment of Shri Arvind Bansal Whole-time Director of the Company (Disclosure under section 302(7) of the Companies Act, 1956)

The Shareholders of the Company at the Annual General Meeting held on 24-09-2008 had appointed Shri Arvind Bansal as a Whole - Time Director, currently designated as Deputy Managing Director (Operation & Corporate Management) for a period of five years from 31-07-2008 to 30-07-2013. Further on 28-05-2010 Board of Directors approved the revised remuneration of Shri Arvind Bansal w.e.f. 01-06-2010 as stated in the supplementary agreement dated 28.05.2010 executed between the company and Shri Arvind Bansal for the rest of his tenure which was subsequently approved by the shareholders of the company in the Extra Ordinary General meeting held on 29th June, 2010.

However, seeing the vast expansion and increased business activities of the Company which resulted in substantial rise in interest, salary and other cost, the Dy. Managing Director (Operation & Corporate Management) Sh. Arvind Bansal has taken a bold step and wish to draw Basic Salary of Rs. 50,000/- per month w.e.f 1st April, 2011 instead of Rs. 2,00,000/- as entitled, till the company will be able to utilize all its capacities & achieved the desired level.

The Board of Directors in their meeting held on 5th May, 2011 appreciate the move of Dy. Managing Director (Operation & Corporate Management) and thus approved him (Arvind Bansal) to draw voluntarily basic salary of Rs. 50,000/- (fifty thousand) per month w.e.f. 01-04-2011 till he desires during his current tenure. The rest clauses of the Supplementary Agreement dated 28-05-2010 will be remain same and effective.

None of the Directors of the Company are concerned or interested in the above said variation except Shri Arvind Bansal.

**Abstract of variation in terms and conditions of appointment of
Shri Vineet Kumar Garg
Whole-time Director of the Company
(Disclosure under section 302(7) of the Companies Act, 1956)**

The Shareholders of the Company at the Annual General Meeting held on 24-09-2008 had appointed Shri Vineet Kumar Garg as a Whole - Time Director, currently designated as Deputy Managing Director (Project & Corporate Management) for a period of five years from 31-07-2008 to 30-07-2013. Further on 28-05-2010 Board of Directors approved the revised remuneration of Shri Vineet Kumar Garg w.e.f. 01-06-2010 as stated in the supplementary agreement dated 28.05.2010 executed between the company and Shri Vineet Kumar Garg for the rest of his tenure which was subsequently approved by the shareholders of the company in the Extra Ordinary General meeting held on 29th June, 2010.

However, seeing the vast expansion and increased business activities of the Company which resulted in substantial rise in interest, salary and other cost, the Dy. Managing Director (Project & Corporate Management) Sh. Vineet Kumar Garg has taken a bold step and wish to draw Basic Salary of Rs. 1,00,000/- per month w.e.f 1st April, 2011 instead of Rs. 2,00,000/- as entitled, till the company will be able to utilize all its capacities & achieved the desired level.

The Board of Directors in their meeting held on 5th May, 2011 appreciate the move of Dy. Managing Director (Project & Corporate Management) and thus approved him (Vineet Kumar Garg) to draw voluntarily basic salary of Rs. 1,00,000/- (One Lakh) per month w.e.f. 01-04-2011 till he desires during his current tenure. The rest clauses of the Supplementary Agreement dated 28-05-2010 will be remain same and effective.

None of the Directors of the Company are concerned or interested in the above said variation except Shri Vineet Kumar Garg.

**Abstract of variation in terms and conditions of appointment of Shri Raju Bista
Whole-time Director of the Company
(Disclosure under section 302(7) of the Companies Act, 1956)**

The Shareholders of the Company at the Annual General Meeting held on 24-09-2009 had appointed Shri Raju Bista as a Whole - Time Director, currently designated as Deputy Managing Director (Corporate) for a period of five years from 18-06-2009 to 17-06-2014. Further on 28-05-2010 Board of Directors approved the revised remuneration of Shri Raju Bista w.e.f. 01-06-2010 as stated in the supplementary agreement dated 28.05.2010 executed between the company and Shri Raju Bista for the rest of his tenure which was subsequently approved by the shareholders of the company in the Extra Ordinary General meeting held on 29th June, 2010.

However, seeing the vast expansion and increased business activities of the Company which resulted in substantial rise in interest, salary and other cost, the Dy. Managing Director (Corporate) Sh. Raju Bista has taken a bold step and wish to draw Basic Salary of Rs. 50,000/- per month w.e.f 1st April, 2011 instead of Rs. 1,00,000/- as entitled, till the company will be able to utilize all its capacities & achieved the desired level.

The Board of Directors in their meeting held on 5th May, 2011 appreciate the move of Dy. Managing Director (Corporate) and thus approved him (Raju Bista) to draw voluntarily basic salary of Rs. 50,000/- (fifty thousand) per month w.e.f. 01-04-2011 till he desires during his current tenure. The rest clauses of the Supplementary Agreement dated 28-05-2010 will be remain same and effective.

None of the Directors of the Company are concerned or interested in the above said variation except Shri Raju Bista.

for SURYA ROSHNI LIMITED

**Date: 05-05-2011
Place: New Delhi**

**B B SINGAL
AVP & COMPANY SECRETARY**

SURYA ROSHNI LIMITED

Regd. Office: Prakash Nagar Sankhol, Bahadurgarh – 124507
Corporate Office : Padma Tower – I , 2nd floor, 5 Rajendra Place, New Delhi
Tel: +91 1147108000, Email : investorgrievances@sroshni.com

May 7, 2011

Dear Shareholder,

Folio / Client ID :

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by Companies through electronic mode. In accordance with the recent circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 issued by the Ministry, Companies can now send various notices and documents, including Annual Report, to its shareholders through electronic mode to the registered e- mail addresses of shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a Greener Environment. This is a golden opportunity for every shareholder of Surya Roshni to contribute to the Corporate Social Responsibility initiative of the Company.

In case you wish to receive future communication on e-mail address kindly register your email address with your Depository Participant with whom you have your demat account. In case you are holding the shares in physical form , register your email address with the company or to the Registrar & Transfer Agent – Mas Services Limited.

Please note that as a member of the company you will be entitled to receive all such communication in physical form, upon request.

Kindly send your consent by filling up the Consent form enclosed duly signed from all the shareholders / beneficiaries either to the Company or to the Registrar & Transfer Agent – Mas Services Limited (Unit Surya Roshni Limited), T-34, 2nd floor, Okhla Industrial Area, Phase – II, New Delhi - 110020.

Best Regards,

B B SINGAL
AVP & COMPANY SECRETARY

Consent Form

The Registrar & Transfer Agent
Mas Services Limited
Unit Surya Roshni Limited
T-34, 2nd floor, Okhla Industrial Area,
Phase – II, New Delhi - 110020
Email : info@masserv.com

Dear Sir / Madam,

I/We _____ being a member of Surya Roshni Limited give my/our Assent to receive all future notices and documents, including Annual Report of the company on my /our email address.

For Shareholders Holding Shares in Demat	For Shareholders holding Shares in Physical Form
DPID : CLID : Email ID :	Folio No : Email ID :
I herby confirm that I / We have registered my / our email address with depository participant with whom I/we have the above mentioned CLID (Account)	I request you to register my email address in your records.

Place :

Date :

1. _____
2. _____
3. _____

(Signature of the Shareholder(s) /
Beneficial owner(s))

BOOK POST



If undelivered please return to:

SURYA ROSHNI LIMITED

Padma Tower – I , 2nd floor, 5 Rajendra Place, New Delhi