SURYA ROSHNI LIMITED

LIGHTING DIVISION

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

SRL/TK/se/12-13/19
November 22, 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

SUBJECT : DISCLOSURE U/S 302(2) / 302(7)OF THE COMPANIES ACT, 1956

Dear Sir,

Pursuant to **Clause 31(b)** of the Listing Agreement with the Stock Exchange, please find enclosed herewith, six copies of the Disclosure u/s 302(2) / 302(7) of the Companies Act, 1956 made to the shareholders of the company.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
for **SURYA ROSHNI LIMITED**

SURYA ROSHNI LIMITED NEW DELHI 110008

B. B. SINGAL
VP & COMPANY SECRETARY

Encl : a/a.

Abstract of variation in terms and conditions of appointment of Shri Jai Prakash Agarwal Chairman & Whole-time Director of the Company

(Disclosure under section 302(2) / 302(7) of the Companies Act, 1956)

The Shareholders of the Company at the Annual General Meeting held on 28-09-2011 had appointed Shri Jai Prakash Agarwal as a Managing Director of the Company for a period of five years from 01-01-2012 to 31-12-2016 . However, the Board of Directors of the Company passed Circular Resolution on 2nd November, 2012 and discharge Shri Jai Prakash Agarwal from the duties and responsibilities of Managing Director and re-designated Sh. Jai Prakash Agarwal as Chairman and Whole-time Director of the Company w.e.f 29th October, 2012 . The rest clauses of the Agreement dated 11-11-2011 executed between the Company and Shri Jai Prakash Agarwal related to Salary, Perquisites and tenure will remain same and effective.

None of the Directors except Shri Jai Prakash Agarwal is interested in the above said resolution.

for SURYA ROSHNI LIMITED

Place : New Delhi
Date : 02-11-2012

B. B. SINGAL
V.P & COMPANY SECRETARY

Abstract of variation in terms and conditions of appointment of Shri Raju Bista Managing Director of the Company

(Disclosure under section 302(2) / 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, and designated as Deputy Managing Director 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, the Board of Directors of the Company have passed Circular Resolution on 2nd November, 2012 and appointed Sh. Raju Bista as Managing Director of the Company w.e.f 29th October, 2012 and further assigned him with all the duties and responsibilities that have to be performed by the Managing Director. The rest clauses of the Supplementary Agreement dated 28-05-2010 executed between the Company and Shri Raju Bista related to Salary, Perquisites and tenure will remain same and effective.

None of the Directors except Shri Raju Bista is interested in the above said resolution.

for SURYA ROSHNI LIMITED

Certified true copy
For SURYA ROSHNI LTD.

B B Singal
VP & Company Secretary

Place : New Delhi
Date : 02-11-2012

B. B. SINGAL
V.P & COMPANY SECRETARY