



# SURYA ROSHNI LIMITED

LIGHTING DIVISION

CIN -L31501HR1973PLC007543

2nd Floor, Padma Tower-1, Rajendra Place, New Delhi-110 008

Ph.: +91-11-25810093-96, 47108000 Fax : +91-11-25789560

E-mail : cs@surya.in Website : www.surya.co.in

SRL/se/17-18/48  
December 30, 2017

**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, 5<sup>th</sup> floor  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
**Mumbai – 400 051**

**Ref.: VOTING RESULT ON RESOLUTIONS PASSED AT 44<sup>th</sup> ANNUAL GENERAL MEETING UNDER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REFERRED TO AS 'LISTING REGULATIONS'**

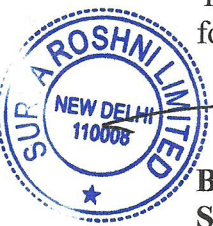
Sir,

This has reference to the captioned Regulation of the Listing Regulations. Please find enclosed herewith, the voting result on the resolutions passed at the 44<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> December, 2017 at 11: 00 AM. at the Registered Office of the Company. Further, we are enclosing the herewith Scrutinizer Report of SGS Associates, Cpmpany Secretaries dated 30<sup>th</sup> December, 2017 carried details of voting result on the resolutions passed at the 44<sup>th</sup> Annual General Meeting of the Company.

Hope you find the above in order. Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,  
for Surya Roshni Limited

  
  
**B.B. SINGAL**  
**Sr. V.P & Company Secretary**

**Enclosed : as above**

**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  
44<sup>th</sup> Annual General Meeting of  
Surya Roshni Limited  
Prakash Nagar  
Sankhol,  
Bahadurgarh,  
Haryana - 124507

Dear Sir,

**Sub. : Consolidated Report of the Scrutinizer on Remote E-voting carried out during Tuesday, 26<sup>th</sup> December, 2017 (9:00 A.M.) to Thursday, 28<sup>th</sup> December, 2017 (5:00 P.M.) and voting through poll conducted at 44th Annual General Meeting of Surya Roshni Limited held on Friday, 29<sup>th</sup> December, 2017 at 11:00 A.M. at the registered office of the Company pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2016 w.e.f 23rd September, 2017 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

I, D.P Gupta, Practising Company Secretary (Membership No. FCS 2411) was appointed as Scrutinizer by the Board of Directors of Surya Roshni Limited ("the Company") for:

- (i) Scrutinizing the voting through remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as substituted by the Companies (Management and Administration) Amendment Rules, 2016 w.e.f 23.09.2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
  - (ii) Scrutinizing the voting through poll in the fair and transparent manner under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 44th Annual General Meeting ("AGM") of the Members of the Company, held on 29<sup>th</sup> December 2017 at the Registered Office of the Company at Prakash Nagar, Sankhol, Bahadurgarh 124507 (Haryana) at 11:00 A.M., and submit our report as under:
1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by

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poll on the resolutions contained in the Notice to the 44th AGM of the Members of the Company.

2. Our responsibility as a Scrutinizer for the remote e-voting process and for voting through poll at the AGM is restricted to make a Scrutinizer's report of the votes cast in "Favour" or "Against" the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide voting through poll conducted at the 44th AGM.
3. Further for the above, we submit our report as under:
  - (a) In accordance with the notice of the 44th AGM sent to the Members, the remote e-voting period commenced on Tuesday, 26<sup>th</sup> December 2017 (9.00 A.M.) up to Thursday, 28<sup>th</sup> December 2017 (5:00 P.M.) and was disabled for voting thereafter.
  - (b) The Members of the Company holding shares as on the "cut-off date" i.e. Friday, 22<sup>nd</sup> December 2017 were entitled to vote on the resolutions as contained in the Notice of the 44th Annual General Meeting.
  - (c) At the venue of the AGM, the facility to vote through polling papers had been provided to those members who were present in the AGM and have not exercised the option of remote e-voting.
  - (d) Empty ballot box was kept for polling and was locked in our presence with due identification marks placed by us.
  - (e) The poll papers, which were incomplete, and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The votes were unblocked on 29<sup>th</sup> December 2017 after the conclusion of the AGM. In the presence of two witnesses, Ms. Nischal Surana R/o G-39, First Floor, Kirti Nagar New Delhi - 110015 and Mr. Tarun Mangla, D-23, Pushpanjali Enclave, Pitam Pura, Delhi 110034 who are not in the employment of the Company. They have signed in Confirmation of the votes being unblocked in their presence.
5. Thereafter, as per Rule 20 of the Rules, we submit herewith Consolidated Scrutinizers' Report on the results of remote e-voting together with that of voting by Poll, stating total votes cast, valid votes, invalid votes, votes in favour of the Resolutions (No. & %) and votes cast against the Resolutions (No. & %) as under: -

Item No. 1

Ordinary Resolution:- Adoption of Audited Standalone Financial Statements of the Company for the year ended 31st March, 2017 and the Report of Directors and Auditors thereon. B) Adoption of Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2017 and the Report of Auditors thereon.

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(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        | 65                                                       | 2,83,43,417                                  | 99.993%                               |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.007%                                |
| Total           | 107                                                      | 2,83,45,308                                  | 100.000%                              |

(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%                                 |
| Poll at the AGM | 0                                                        | 0                                           | 0.00%                                 |
| Total           | 0                                                        | 0                                           | 0.00%                                 |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

**Item No. 2**

**Ordinary Resolution :- 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        | 65                                                       | 2,83,43,417                                  | 99.993%                               |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.007%                                |
| Total           | 107                                                      | 2,83,45,308                                  | 100.000%                              |

(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%                                 |
| Poll at the AGM | 0                                                        | 0                                           | 0.00%                                 |
| Total           | 0                                                        | 0                                           | 0.00%                                 |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

*[Handwritten signature]*



**Item No. 3**

**Ordinary Resolution :- Re-appointment of Sh. Raju Bista, Director liable to retire 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        | 61                                                       | 2,83,41,201                                  | 99.9920%                              |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.0067%                               |
| Total           | 103                                                      | 2,83,43,092                                  | 99.9995%                              |

**(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        | 3                                                        | 155                                         | 0.0005%                               |
| Poll at the AGM | 0                                                        | 0                                           | 0.0000%                               |
| Total           | 3                                                        | 155                                         | 0.0005%                               |

**(iii) Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

**Item No. 4**

**Ordinary Resolution:- Appointment of Statutory Auditor M/s Ashok Kumar Goyal & Co. for the period of Five years subject to ratification of members every year at the AGM in compliance to the provisions of the 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        | 61                                                       | 2,83,41,195                                  | 99.9929%                              |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.0067%                               |
| Total           | 103                                                      | 2,83,43,086                                  | 99.9996%                              |

**(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        | 2                                                        | 125                                         | 0.0004%                               |
| Poll at the AGM | 0                                                        | 0                                           | 0.0000%                               |
| Total           | 2                                                        | 125                                         | 0.0004%                               |

**(iii) Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

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**Item No. 5**

**Special Resolution:-** Consent for Mortgage of Properties for Loans availed and sanctioned 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        | 61                                                       | 2,83,43,081                                  | 99.9921%                              |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.0067%                               |
| Total           | 103                                                      | 2,83,44,972                                  | 99.9988%                              |

**(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        | 4                                                        | 336                                         | 0.0012%                               |
| Poll at the AGM | 0                                                        | 0                                           | 0.0000%                               |
| Total           | 4                                                        | 336                                         | 0.0012%                               |

**(iii) Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

**Item No. 6**

**Ordinary Resolution:-** Re-appointment of Shri Jai Prakash Agarwal (DIN – 00041119) as Whole time director for a period of five years from 1st January, 2017 in compliance to the provisions 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        | 60                                                       | 2,65,03,810                                  | 99.992%                               |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.007%                                |
| Total           | 102                                                      | 2,65,05,701                                  | 99.999%                               |

**(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        | 3                                                        | 141                                         | 0.001%                                |
| Poll at the AGM | 0                                                        | 0                                           | 0.000%                                |
| Total           | 3                                                        | 141                                         | 0.001%                                |

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(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

**Item No. 7**

**Ordinary Resolution:- Increase in Remuneration of Shri Jai Prakash Agarwal (DIN – 00041119) as whole-time Director w.e.f 1st July, 2017 for the rest of his tenure in compliance with the provisions of the 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        | 57                                                       | 2,65,02,525                                  | 99.9873%                              |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.0071%                               |
| Total           | 99                                                       | 2,65,04,416                                  | 99.994%                               |

(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        | 7                                                        | 1476                                        | 0.006%                                |
| Poll at the AGM | 0                                                        | 0                                           | 0.000%                                |
| Total           | 7                                                        | 1476                                        | 0.006%                                |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

**Item No. 8**

**Ordinary Resolution :- Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2017-18, 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        | 63                                                       | 2,83,42,917                                  | 99.9930%                              |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.0067%                               |
| Total           | 105                                                      | 2,83,44,808                                  | 99.9996%                              |

(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                                                        | 100                                         | 0.0004%                               |
| Poll at the AGM | 0                                                        | 0                                           | 0.0000%                               |
| Total           | 1                                                        | 100                                         | 0.0004%                               |



(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

**Item No. 9**

**Ordinary Resolution:-** Appointment of Smt. Urmil Agarwal (DIN – 00053809) as Director of the Company liable to retire by rotation as per the provisions of Section 152 of the 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        | 58                                                       | 2,65,01,360                                  | 99.9925%                              |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.0071%                               |
| Total           | 100                                                      | 2,65,03,251                                  | 99.9996%                              |

(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        | 2                                                        | 105                                         | 0.0004%                               |
| Poll at the AGM | 0                                                        | 0                                           | 0.0000%                               |
| Total           | 2                                                        | 105                                         | 0.0004%                               |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

**Item No. 10**

**Ordinary Resolution: -** Approval for appointment of Sh. Vinay Surya a related party to hold office or place of profit as per the provisions of Section 188 of the Companies Act, 2013 or rules made thereunder.

(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        | 45                                                       | 5,88,461                                     | 99.641%                               |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.320%                                |
| Total           | 87                                                       | 5,90,352                                     | 99.961%                               |

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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        | 5                                                        | 230                                         | 0.039%                                |
| Poll at the AGM | 0                                                        | 0                                           | 0.000%                                |
| Total           | 5                                                        | 230                                         | 0.039%                                |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

Item No. 11

Ordinary Resolution:- Approval to ratify related party transactions with related parties in compliance to Companies Act, 2013 during Financial year 2016-17.

(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        | 45                                                       | 5,88,450                                     | 99.6390%                              |
| Poll at the AGM | 42                                                       | 1,891                                        | 0.3202%                               |
| Total           | 87                                                       | 5,90,341                                     | 99.959%                               |

(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        | 5                                                        | 241                                         | 0.041%                                |
| Poll at the AGM | 0                                                        | 0                                           | 0.000%                                |
| Total           | 5                                                        | 241                                         | 0.041%                                |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|-----------------------------------------------------------|-------------------------------------|
| Nil                                                       | Nil                                 |

6. The report has been issued at the request of the Company for submission to the Stock Exchanges, to be placed on the website of the Company and website of the RTA. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

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The relevant records relating to the poll including remote e-voting shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the 44<sup>TH</sup> AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For SGS Associates

  
D.P. Gupta  
FCS 2411  
CP No. 1509

Place: New Delhi  
Dated: 30<sup>th</sup> December, 2017

  
30/12/2017  
(K.K. Namula)  
Chairman of the  
Meeting

### General information about company

|                                                                                 |                      |
|---------------------------------------------------------------------------------|----------------------|
| Scrip code                                                                      | 500336               |
| Name of the company                                                             | SURYA ROSHNI LIMITED |
| Type of meeting                                                                 | AGM                  |
| Date of the meeting / Date of declaration of results (in case of Postal Ballot) | 29-12-2017           |
| Start time of the meeting                                                       | 11:00 AM             |
| End time of the meeting                                                         | 11:50 AM             |

For SURYA ROSHNI LTD.



**B B Singal**  
Sr. VP & Company Secretary

| Voting results                                                               |            |
|------------------------------------------------------------------------------|------------|
| Record date                                                                  | 22-12-2017 |
| Total number of shareholders on record date                                  | 23976      |
| No. of shareholders present in the meeting either in person or through proxy |            |
| a) Promoters and Promoter group                                              | 11         |
| b) Public                                                                    | 58         |
| No. of shareholders attended the meeting through video conferencing          |            |
| a) Promoters and Promoter group                                              | 0          |
| b) Public                                                                    | 0          |
| No. of resolution passed in the meeting                                      | 11         |

For SURYA ROSHNI LTD.



**B B Singal**  
Sr. VP & Company Secretary

| Resolution (1)                                                           |                               |                    |                     |                                                                                                                                                                                                                                                                              |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                                                                                                                                                     |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                                                                                                                                                                                           |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Adoption of Audited Standalone Financial Statements of the Company for the year ended 31st March, 2017 and the Report of Directors and Auditors thereon. B) Adoption of Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2017 and the |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 27754726            | 100.0000                                                                                                                                                                                                                                                                     | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                                                                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                                                                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 27754726           | 27754726            | 100.0000                                                                                                                                                                                                                                                                     | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                                                                                                                                                                      | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                                                                                                                                                                      | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 227081              | 1.5792                                                                                                                                                                                                                                                                       | 227081                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                                                                                                                                                                       | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 228972              | 1.5923                                                                                                                                                                                                                                                                       | 228972                   | 0                      | 100.0000                             | 0.0000                             |
| Total                                                                    |                               | 43831250           | 28345308            | 64.6692                                                                                                                                                                                                                                                                      | 28345308                 | 0                      | 100.0000                             | 0.0000                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                                                                                                              |                          |                        | Yes                                  |                                    |

For SURYA ROSHNI LTD.  
  
**B B Singal**  
 Sr. VP & Company Secretary

| Resolution (2)                                                           |                               |                    |                     |                                         |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                      |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To declare dividend on Equity Shares    |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 27754726            | 100.0000                                | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 27754726           | 27754726            | 100.0000                                | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1696919            | 361610              | 21.3098                                 | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                 | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 227081              | 1.5792                                  | 227081                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                  | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 14379605           | 228972              | 1.5923                                  | 228972                   | 0                      | 100.0000                             | 0.0000                             |
| Total                                                                    |                               | 43831250           | 28345308            | 64.6692                                 | 28345308                 | 0                      | 100.0000                             | 0.0000                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                         |                          |                        | Yes                                  |                                    |

For SURYA ROSHNI LTD.

  
B B Singal  
Sr. VP & Company Secretary

| Resolution (3)                                                           |                               |                    |                     |                                                                         |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                      |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Re-appointment of Sh. Raju Bista, Director liable to retire by rotation |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 27754726            | 100.0000                                                                | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                         |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                         |                          |                        |                                      |                                    |
|                                                                          | Total                         | 27754726           | 27754726            | 100.0000                                                                | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 1696919            | 361610              | 21.3098                                                                 | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                         |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                         |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                 | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 225020              | 1.5649                                                                  | 224865                   | 155                    | 99.9311                              | 0.0689                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                  | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                         |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 226911              | 1.5780                                                                  | 226756                   | 155                    | 99.9317                              | 0.0683                             |
| Total                                                                    |                               | 43831250           | 28343247            | 64.6645                                                                 | 28343092                 | 155                    | 99.9995                              | 0.0005                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                         |                          |                        | Yes                                  |                                    |

For SURYA ROSHNI LTD.



B B Singal  
Sr. VP & Company Secretary

| Resolution (4)                                                           |                               |                    |                     |                                                                                                                                                                                                               |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                                                                                      |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                                                                                                                            |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Appointment of Statutory Auditor M/S ASHOK KUMAR GOYAL & CO. for the period of five years subject to ratification of members every year at the AGM in compliance to the provisions of the Companies Act, 2013 |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 27754726            | 100.0000                                                                                                                                                                                                      | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Total                         | 27754726           | 27754726            | 100.0000                                                                                                                                                                                                      | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                                                                                                       | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                                                                                                       | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 224984              | 1.5646                                                                                                                                                                                                        | 224859                   | 125                    | 99.9444                              | 0.0556                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                                                                                                        | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 226875              | 1.5778                                                                                                                                                                                                        | 226750                   | 125                    | 99.9449                              | 0.0551                             |
| Total                                                                    |                               | 43831250           | 28343211            | 64.6644                                                                                                                                                                                                       | 28343086                 | 125                    | 99.9996                              | 0.0004                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                                               |                          |                        | Yes                                  |                                    |

For SURYA ROSHNI LTD.



B B Singal  
Sr. VP & Company Secretary

| Resolution (5)                                                           |                               |                    |                     |                                                                                                                                 |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                                                         |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                                              |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Consent for Mortgage of Properties for Loans availed and sanctioned working capital limit u/s 180(1)(a) of Companies Act, 2013. |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 27754726            | 100.0000                                                                                                                        | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                          | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                          | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 27754726           | 27754726            | 100.0000                                                                                                                        | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                         | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                 |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                 |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                         | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 227081              | 1.5792                                                                                                                          | 226745                   | 336                    | 99.8520                              | 0.1480                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                          | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                 |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 228972              | 1.5923                                                                                                                          | 228636                   | 336                    | 99.8533                              | 0.1467                             |
| Total                                                                    |                               | 43831250           | 28345308            | 64.6692                                                                                                                         | 28344972                 | 336                    | 99.9988                              | 0.0012                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                 |                          |                        | Yes                                  |                                    |

For SURYA ROSHNI LTD.

  
B B Singal  
Sr. VP & Company Secretary

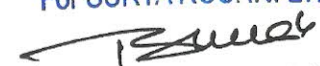
| Resolution (6)                                                           |                               |                    |                     |                                                                                                                                                                                              |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                                                                     |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                                                                          |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Re-appointment of Shri Jai Prakash Agarwal (DIN – 00041119) as Whole time director for a period of five years from 1st January, 2017 in compliance to the provisions of Companies Act, 2013. |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 25915310            | 93.3726                                                                                                                                                                                      | 25915310                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Total                         | 27754726           | 25915310            | 93.3726                                                                                                                                                                                      | 25915310                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                                                                                      | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                                                                                      | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 227031              | 1.5788                                                                                                                                                                                       | 226890                   | 141                    | 99.9379                              | 0.0621                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                                                                                       | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 228922              | 1.5920                                                                                                                                                                                       | 228781                   | 141                    | 99.9384                              | 0.0616                             |
| Total                                                                    |                               | 43831250           | 26505842            | 60.4725                                                                                                                                                                                      | 26505701                 | 141                    | 99.9995                              | 0.0005                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                              |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                                                              |                          |                        | Add Notes                            |                                    |

For SURYA ROSHNI LTD.

  
B B Singal  
Sr. VP & Company Secretary

| Resolution (7)                                                           |                               |                    |                     |                                                                                                                                                                                                           |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                                                                                  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                                                                                       |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Increase in remuneration of Shri Jai Prakash Agarwal (DIN = 00041119) as whole-time Director w.e.f 1st July, 2017 for the rest of his tenure in compliance with the provisions of the Companies Act, 2013 |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 25915310            | 93.3726                                                                                                                                                                                                   | 25915310                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                                           |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                           |                          |                        |                                      |                                    |
|                                                                          | Total                         | 27754726           | 25915310            | 93.3726                                                                                                                                                                                                   | 25915310                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                                                                                                   | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                                           |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                           |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                                                                                                   | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 227081              | 1.5792                                                                                                                                                                                                    | 225605                   | 1476                   | 99.3500                              | 0.6500                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                                                                                                    | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                           |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 228972              | 1.5923                                                                                                                                                                                                    | 227496                   | 1476                   | 99.3554                              | 0.6446                             |
| Total                                                                    |                               | 43831250           | 26505892            | 60.4726                                                                                                                                                                                                   | 26504416                 | 1476                   | 99.9944                              | 0.0056                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                                           |                          |                        | Yes                                  |                                    |

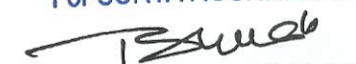
For SURYA ROSHNI LTD.



B B Singal  
Sr. VP & Company Secretary

| Resolution (8)                                                           |                               |                    |                     |                                                                                                                              |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                     |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                                           |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2017-18, in compliance to Companies Act, 2013 |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 27754726            | 100.0000                                                                                                                     | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Total                         | 27754726           | 27754726            | 100.0000                                                                                                                     | 27754726                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                      | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                      | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 226681              | 1.5764                                                                                                                       | 226581                   | 100                    | 99.9559                              | 0.0441                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                       | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                              |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 228572              | 1.5896                                                                                                                       | 228472                   | 100                    | 99.9563                              | 0.0437                             |
| Total                                                                    |                               | 43831250           | 28344908            | 64.6683                                                                                                                      | 28344808                 | 100                    | 99.9996                              | 0.0004                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                              |                          |                        | Yes                                  |                                    |

For SURYA ROSHNI LTD.

  
B B Singal  
Sr. VP & Company Secretary

| Resolution (9)                                                           |                               |                    |                     |                                                                                                                                                                            |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                                                   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                                                        |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Appointment of Smt. Urmil Agarwal (DIN – 00053809) as Director of the Company liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013 |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 25915310            | 93.3726                                                                                                                                                                    | 25915310                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                          | Total                         | 27754726           | 25915310            | 93.3726                                                                                                                                                                    | 25915310                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                                                                    | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                                                                    | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 224545              | 1.5616                                                                                                                                                                     | 224440                   | 105                    | 99.9532                              | 0.0468                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                                                                     | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 226436              | 1.5747                                                                                                                                                                     | 226331                   | 105                    | 99.9536                              | 0.0464                             |
| Total                                                                    |                               | 43831250           | 26503356            | 60.4668                                                                                                                                                                    | 26503251                 | 105                    | 99.9996                              | 0.0004                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                            |                          |                        | Yes                                  |                                    |

For SURYA ROSHNI LTD.



B B Singal  
Sr. VP & Company Secretary

| Resolution (10)                                                          |                               |                    |                     |                                                                                                                                                                                        |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                                                               |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                                                                    |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Approval for appointment of Sh. Vinay Surya a related party to hold office or place of profit as per the provisions of Section 188 of the Companies Act, 2013 or rules made thereunder |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 0                   | 0.0000                                                                                                                                                                                 | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Total                         | 27754726           | 0                   | 0.0000                                                                                                                                                                                 | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                                                                                | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                                                                                | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 227081              | 1.5792                                                                                                                                                                                 | 226851                   | 230                    | 99.8987                              | 0.1013                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                                                                                 | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 228972              | 1.5923                                                                                                                                                                                 | 228742                   | 230                    | 99.8996                              | 0.1004                             |
| Total                                                                    |                               | 43831250           | 590582              | 1.3474                                                                                                                                                                                 | 590352                   | 230                    | 99.9611                              | 0.0389                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                        |                          |                        | Yes                                  |                                    |

For SURYA KUSHNI LTD.



B B Singal  
Sr. VP & Company Secretary

| Resolution (11)                                                          |                               |                    |                     |                                                                                                                                        |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                               |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                    |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Approval to ratify related party transactions with related parties in compliance to Companies Act, 2013 during Financial year 2016-17. |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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)]*100                  |
| Promoter and Promoter Group                                              | E-Voting                      | 27754726           | 0                   | 0.0000                                                                                                                                 | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Poll                          |                    |                     |                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Total                         | 27754726           | 0                   | 0.0000                                                                                                                                 | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1696919            | 361610              | 21.3098                                                                                                                                | 361610                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    |                     |                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1696919            | 361610              | 21.3098                                                                                                                                | 361610                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 14379605           | 227081              | 1.5792                                                                                                                                 | 226840                   | 241                    | 99.8939                              | 0.1061                             |
|                                                                          | Poll                          |                    | 1891                | 0.0132                                                                                                                                 | 1891                     | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                                                        |                          |                        |                                      |                                    |
|                                                                          | Total                         | 14379605           | 228972              | 1.5923                                                                                                                                 | 228731                   | 241                    | 99.8947                              | 0.1053                             |
| Total                                                                    |                               | 43831250           | 590582              | 1.3474                                                                                                                                 | 590341                   | 241                    | 99.9592                              | 0.0408                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                        |                          |                        | Yes                                  |                                    |

For SURYA ROSHNI LTD.

  
B B Singal  
Sr. VP & Company Secretary