

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
42nd Annual General Meeting of
Surya Roshni Limited
Prakash Nagar
Sankhol,
Bahadurgarh,
Haryana - 124507

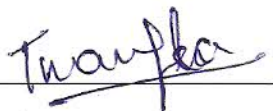
Dear Sir,

Sub. :Scrutinizer's Report on Consolidated voting(E voting, Postal and Poll at the AGM) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Companies (Management and Administration) Rules 2015

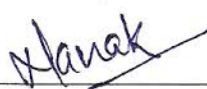
I, D.P Gupta, Proprietor of SGS ASSOCIATES, Company Secretaries Firm having its registered office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer of Surya Roshni Limited ("the Company") pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014as amended Companies (Management and Administration) Rules 2015, for the purpose of Scrutinizing the e-voting and Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act,2013 on the below mentioned resolution(s), We submit our report as under:

1. The remote e-voting remained opened from 8th September 2015 (9:00 a.m.) to 10th September 2015 (5:00 p.m.). The Postal Ballots received till 5.00 P.M. on 7th September 2015 (5.00 P M) were taken into account whereas the poll was conducted at the AGM.
2. The shareholders holding shares as on the "cut off" date i.e. 4th September 2015 were entitled to vote on the proposed resolutions (item no.1 to 9 as set out in the Notice of 42nd AGM of Surya Roshni Limited.
3. The votes were unblocked on 11th September 2015 after the conclusion of the AGM. in the presence of two witnesses, Mr. TarunMangla(D-23, Pushpanjali Enclave, Delhi -110034) and Mr. Nanak Harpalani (7/14, West Patel Nagar, New Delhi – 110008) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures



Signatures



Name Tarun Mangla

Name Nanak Harpalani



4. The Poll ballot box was opened in the presence of two persons as mentioned in the rules.
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of **M/s National Securities Depositories limited**.
6. The results of the Consolidated voting are as under:

A) Resolution 1:- Adoption of Financial Statements of the Company and the Report of Board of Directors and Auditors thereon for the financial period ended on March 31st2015.

(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	28	21599	0.08
Postal Ballot	178	48538	0.18
Poll at the AGM	25	27051970	99.73
Total	231	27122107	99.99

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	720	0.00
Postal Ballot	8	2936	0.01
Poll at the AGM	Nil	Nil	Nil
Total	9	3656	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
11 (Postal Ballot)	2196

B) Resolution 2:- To declare dividend on Equity Shares.

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	27	21589	0.08
Postal Ballot	172	47680	0.18
Poll at the AGM	25	27051970	99.73
Total	224	27121239	99.99



(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	730	0.00
Postal Ballot	9	3023	0.01
Poll at the AGM	Nil	Nil	Nil
Total	11	3753	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
16(Postal Ballot)	2967

C) Resolution 3:- Re-appointment of Sh. Utkarsh Dwivedi, 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	26	20852	0.08
Postal Ballot	172	47680	0.18
Poll at the AGM	25	27051970	99.73
Total	223	27120502	99.98

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	3	1467	0.01
Postal Ballot	9	3023	0.01
Poll at the AGM	Nil	Nil	Nil
Total	12	4490	0.02

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
16(Postal Ballot)	2967



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

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	25	17881	0.07
Postal Ballot	173	47785	0.18
Poll at the AGM	25	27051970	99.74
Total	223	27117636	99.98

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	1457	0.01
Postal Ballot	8	2936	0.01
Poll at the AGM	Nil	Nil	Nil
Total	10	4393	0.02

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
16(Postal Ballot)	2967

E) Resolution 5:- Consent for Mortgage of Properties for Loans and working capital limit u/s 180(1)(a) of Companies Act, 2013.

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	25	7839	0.03
Postal Ballot	162	44108	0.16
Poll at the AGM	25	27051970	99.73
Total	212	27103917	99.92

(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	14480	0.06
Postal Ballot	17	6183	0.02
Poll at the AGM	Nil	Nil	Nil
Total	21	20663	0.08



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18(Postal Ballot)	3429

F) Resolution 6:- Increase in Remuneration of Sh. Raju Bista, Managing Director of the Company:

(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	20	19977	1.26
Postal Ballot	160	43876	2.77
Poll at the AGM	13	1513627	95.45
Total	193	1577480	99.48

(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	6	1422	0.09
Postal Ballot	21	6827	0.43
Poll at the AGM	Nil	Nil	Nil
Total	27	8249	0.52

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
16(Postal Ballot)	2967

G) Resolution 7:-Appointment of Woman Director Dr. Salila Tewari DIN No. 01748088

(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	25	7262	0.03
Postal Ballot	170	46552	0.17
Poll at the AGM	25	27051970	99.73
Total	220	27105784	99.93



(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	14957	0.06
Postal Ballot	10	3351	0.01
Poll at the AGM	Nil	Nil	Nil
Total	13	18308	0.07

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
17(Postal Ballot)	3767

H) Resolution 8:- Ratification of remuneration of cost Auditor M/S R J Goel & Company for the financial year 2015-16 :

(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	26	21474	0.08
Postal Ballot	168	46466	0.17
Poll at the AGM	25	27051970	99.73
Total	219	27119910	99.98

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	745	0.00
Postal Ballot	13	4237	0.02
Poll at the AGM	Nil	Nil	Nil
Total	15	4982	0.02

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
16(Postal Ballot)	2967



I) Resolution 9:- Approval to continue of existing contract/agreement with modifications between the Company and M/S Surya Global Steel Tubes Limited

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	26	21832	1.38
Postal Ballot	172	47467	2.99
Poll at the AGM	13	1513627	95.37
Total	211	1582926	99.73

(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	970	0.06
Postal Ballot	10	3286	0.21
Poll at the AGM	Nil	Nil	Nil
Total	12	4256	0.27

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
15(Postal Ballot)	2917

7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For SGS Associates

D P Gupta
FCS-2411



Countersigned

11/09/20



Place: Bahadurgarh
Dated: 11th September 2015