भारतीय मानक ब्यूरो
मानक पथप्रदर्शक
Bureau of Indian Standards
An IS/ISO 9001, An IS/ISO 14001 & IS: 18001 Company

SURYA ROSHNI LIMITED

LIGHTING DIVISION
CIN -L31501HR1973PLC007543
Padma Tower-1, Rajendra Place, New Delhi-110 008
Ph.: +91-11-25810093-96, 47108000 Fax : +91-11-25789560
Email : suryaroshni@surya.in Website : www.surya.co.in

SRL/TK/se/15-16/28
September 12, 2015

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

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

Ref. : Clause 35A of the Listing Agreement

Sub. : Voting Result on the Resolution at 42nd Annual General Meeting along with Scrutinizer's Report.

Sir,

This has reference to the captioned Clause of the Listing Agreement. Please find enclosed herewith, the voting result on the resolutions passed at the 42nd Annual General Meeting of the Company held on 11th September, 2015 at 11.00 a.m. at the Registered Office of the Company.

Further, pleased find enclosed Scrutinizer's Report dated 11th September, 2015 on Consolidated voting / E-voting, Postal and Poll at the AGM as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Companies (Management and Administration) Rules, 2015

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

Thanking you,

Yours sincerely,
for **Surya Roshni Limited**

SURYA ROSHNI LIMITED NEW DELHI 110008

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

Encl : a/a

SURYA ROSHNI LIMITED

Date of AGM : **11th SEPTEMBER, 2015**

Total Number of shareholders on Cut-off Date (i.e 4th September, 2015) : **22103**

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

Promoter and Promoter Group : 12
Public : 29

No. of shareholders attended the meeting through video conferencing

Promoter and Promoter Group : NIL
Public : NIL

(A) ORDINARY BUSINESS :

ITEM NO.1 : - (ADOPTION OF FINANCIAL STETEMENTS)

Resolution Required : Ordinary

"RESOLVED THAT the audited Financial Statements of the Company comprising the Balance Sheet as at 31st March, 2015, the Profit and Loss account and Cash Flow Statement for the year ended on that date alongwith the Directors' Report and Auditors' Report thereon be and the same are hereby received, approved and adopted."

Mode of Voting : Poll / Postal Ballot / Remote e-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)] * 100
Promoter and Promoter Group	27754726	25538343	92.01	25538343	NIL	100.00	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	16011062	1587420	9.91	1583764	3656	99.77	0.23
Total	43831250	27125763	61.89	27122107	3656	99.99	0.01

Result : Passed with requisite majority

SURYA ROSHNI LIMITED NEW DELHI 110008

ITEM NO.2: - APPROVAL OF EQUITY DIVIDEND

Resolution Required : Ordinary

"RESOLVED THAT as recommended by the Board of Directors, a dividend of Re. 1.00 per share on the paid-up equity share capital of the Company for the year ended 31st March, 2015 be and is hereby declared out of the profits of the Company as per the following details:

-	On the paid-up Equity Share Capital of Rs.43,83,12,500 for the full year	Rs.4,38,31,250
		Rs.4,38,31,250

AND THAT the same be paid to the shareholders whose names appear on the company's register of members on 28th August, 2015 and/or the register of beneficial owners maintained by the depository as at the end of 24th August, 2015."

Mode of Voting : Poll / Postal Ballot / Remote E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]*100
Promoter and Promoter Group	27754726	25538343	92.01	25538343	NIL	100.00	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	16011062	1586649	9.91	1582896	3753	99.76	0.24
Total	43831250	27124992	61.89	27121239	3753	99.99	0.01

Result : Passed with requisite majority

ITEM NO.3 : - REAPPOINTMENT OF SHRI UTKARSH DWIVEDI (DIN-05142124) AS DIRECTOR OF THE COMPANY RETIRE BY ROTATION

Resolution Required : Ordinary

"RESOLVED THAT Shri Utkarsh Dwivedi having DIN - 05142124, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby appointed as the Director of the Company."

Mode of Voting : Poll / Postal Ballot / Remote E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]*100
Promoter and Promoter Group	27754726	25538343	92.01	25538343	NIL	100.00	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	16011062	1586649	9.91	1582159	4490	99.72	0.28
Total	43831250	27124992	61.89	27120502	4490	99.98	0.02

Result : Passed with requisite majority

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

Resolution Required : Ordinary

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the retiring auditors of the Company, M/s. Sastry K. Anandam & Company, Chartered Accountants, being eligible, offer themselves for reappointment as Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company and to hold such office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the Company in consultation with them."

Mode of Voting : Poll / Postal Ballot / Remote E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]*100
Promoter and Promoter Group	27754726	25538343	92.01	25538343	NIL	100.00	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL

Public – Others	16011062	1583686	9.89	1579293	4393	99.72	0.28
Total	43831250	27122029	61.88	27117636	4393	99.98	0.02

Result : Passed with requisite majority

(B) SPECIAL BUSINESS :

ITEM NO.5: - CONSENT U/S 180(1)(a) OF COMPANIES ACT, 2013

Resolution Required : Special

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgaging and/or charging by the Board of Directors of the Company of all the immovable and movable properties of the Company where so ever situated, present and future and the whole of the undertaking of the Company in favour of IDBI Bank Ltd., acting for itself and as an agent of Banks / Financial Institutions to secure:

a) Term Loan of Rs 5000 lac (Rupees Five thousand lac only) lent and advanced by State Bank of Mysore (SBOM) to the Company.

b) Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by Export – Import Bank of India (EXIM) to the Company.

c) Term Loan of Rs. 3000 lac (Rupees Three thousand lac only) lent and advanced by State Bank of Patiala (SBOP) to the Company.

d) Term Loan of Rs. 6000 lac (Rupees Six thousand lac only) lent and advanced by State Bank of India (SBI) to the Company.

e) Term Loan of Rs. 2500 lac (Rupees Two thousand five hundred lac only) lent and advanced by Canara Bank (CB) to the Company.

f) Term Loan of Rs. 1000 lac (Rupees One thousand lac only) lent and advanced by Development Corporation Bank (DCB) to the Company.

g) The Working Capital Limits including CEL Limits for forward cover of Rs. 105265 lac, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank , State Bank of Patiala IDBI Bank Ltd. , State Bank of Travancore, Canara Bank and HDFC Bank Limited to the Company. The details are as under;

S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India	43965
2	Punjab National Bank	17300
3	State Bank of Patiala	9700
4	IDBI Bank Ltd.	7800
5	State Bank of Travancore	8500
6	Canara Bank	10300
7	HDFC Bank Limited	7700
	TOTAL	**105265**

together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India , Punjab National Bank , State Bank of Patiala , IDBI Bank Ltd. , State Bank of Travancore, Canara Bank, HDFC Bank Limited, State Bank of Mysore, Export – Import Bank of India and Development Corporation Bank under Loan Agreements entered into/to be entered into by the Company in respect of the aforesaid loans.

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

Mode of Voting : Poll / Postal Ballot / Remote E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]*100
Promoter and Promoter Group	27754726	25538343	92.01	25538343	NIL	100.00	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	16011062	1586237	9.91	1565574	20663	98.70	1.30
Total	43831250	27124580	61.88	27103917	20663	99.92	0.08

Result : Passed with requisite majority

ITEM NO.6: - APPOINTMENT FOR INCREASE IN REMUNERATION OF MANAGING DIRECTOR SH. RAJU BISTA AS PER THE PROVISION OF COMPANIES ACT, 2013

Resolution Required : Ordinary

"RESOLVED THAT in accordance with the provisions of Section 196,197,198,200, 203 and Schedule V and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force , approval of the members of the Company be and is hereby accorded to increase the remuneration paid to Shri Raju Bista having Director Identification No. (DIN – 01299297) as the Managing Director of the Company, w. e. f 01-04-2015 for the rest of his tenure, as set out in the Supplementary Agreement executed on 30th May, 2015 between the Company and Shri Raju Bista, and as set out in the explanatory statement, with authority to the Board of Directors of the Company to alter and /or vary the remuneration within the limits, if any, prescribed in the Act and / or any schedules thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Shri Raju Bista remuneration, perquisites , benefits and amenities not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to enhance , enlarge , alter or vary the scope and quantum of remuneration , perquisites, benefits and amenities payable to Shri Raju Bista in the light of the further progress of the Company which revision should be in conformity with any amendments to the relevant provisions of the Act and /or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time.

RESOLVED FURHTER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

Mode of Voting : Poll / Postal Ballot / Remote E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]*100
Promoter and Promoter Group	27754726	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	16011062	1585729	9.90	1577480	8249	99.48	0.52
Total	43831250	1585729	3.62	1577480	8249	99.48	0.52

Result : Passed with requisite majority

ITEM NO.7 : - APPOINTMENT OF SMT SALILA TEWARI (DIN -01748088) AS A WOMAN DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATTION.

Resolution Required : Ordinary

"**RESOLVED THAT** in accordance with the provisions of Section 152, 160, 161 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Dr. Smt.

Salila Tewari having Director Identification No. (DIN) – 01748088 as Woman Director of the Company liable to retire by rotation.

RESOLVED FURHTER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

Mode of Voting : Poll / Postal Ballot / Remote E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]*100
Promoter and Promoter Group	27754726	25538343	92.01	25538343	NIL	100.00	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	16011062	1585749	9.90	1567441	18308	98.84	1.16
Total	43831250	27124092	61.88	27105784	18308	99.93	0.07

Result : Passed with requisite majority

ITEM NO. 08 RATIFY REMUNERATION OF COST AUDITORS M/S R J GOEL & COMPANY FOR THE FINANCIAL YEAR 2015-16

Resolution Required : Ordinary

"**RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being inforce, the Cost Auditor M/s R J Goel & Co. (a Cost Audit firm) appointed by the Board of directors of the Company to conduct the audit of its cost records for the financial year ending 31st March, 2016 be paid a remuneration of Rs. 2,75,000 (Rupees Two lakh Seventy five thousand only)."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters , things and take all such steps as may be necessary desirable or expedient to give effect to this resolution."

SURYA ROSHNI LIMITED NEW DELHI 110008

Mode of Voting : Poll / Postal Ballot / Remote E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]*100
Promoter and Promoter Group	27754726	25538343	92.01	25538343	NIL	100.00	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	16011062	1586549	9.91	1581567	4982	99.69	0.31
Total	43831250	27124892	61.88	27119910	4982	99.98	0.02

Result : Passed with requisite majority

ITEM NO. 09 CONSENT U/S 188 OF THE COMPANIES ACT, 2013 TO CONTINUE EXISTING CONTRACT / AGREEMENT WITH MODIFICATION(S) ENTERED BETWEEN THE COMPANY AND SURYA GLOBAL STEEL TUBES LIMITED.

Resolution Required : Special

"**RESOLVED THAT** in supersession of the resolution passed under section 188 of the Companies Act, 2013 by the members of the Company in their meeting held on 5th September, 2014 in relation to the contract / agreement executed between the Company and M/s Surya Global Steel Tubes Limited, consent of the members of the company be and is hereby accorded pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or reenactment thereof, for the time being inforce), applicable Rules framed thereunder and Clause 49 of the listing agreement with the stock exchange(s) including any statutory modification(s) or re-enactment(s) thereof and as per the provisions of Articles of Association and subject to compliances of all applicable laws and regulations, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute for this purpose) to continue the contract / agreement executed between the Company and M/s Surya Global Steel Tubes Limited, brief terms of which are set out in the explanatory statement in regard to purchase of goods or materials and to provide guarantee or security deposit for performance of said Contract, as per the terms and conditions of the agreement.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution in the best interest of the Company ."

SURYA ROSHNI LIMITED NEW DELHI 110008

Mode of Voting : Poll / Postal Ballot / Remote E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/ (1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)} * 100	% of votes against on votes polled (7) = [(5) / (2)]*100
Promoter and Promoter Group	27754726	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	65462	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	16011062	1587182	9.91	1582926	4256	99.73	0.27
Total	43831250	1587182	3.62	1582926	4256	99.73	0.27

Result : Passed with requisite majority

SURYA ROSHNI LIMITED NEW DELHI 110008