



An ISO 9001, As ISO 14001
& IS: 18001 Company



SURYA ROSHNI LIMITED

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SRL/se/18-19/33

September 29, 2018

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.: PROCEEDINGS OF 45th ANNUAL GENERAL MEETING HELD ON 28TH SEPTEMBER, 2018 UNDER REGULATION 30 READ WITH CLAUSE 13 OF PART- A OF SCHEDULE - III 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 proceedings of the 45th Annual General Meeting of the Company held on 28th September, 2018 at 11: 00 AM. at the Registered Office 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

SURYA ROSHNI LIMITED

PROCEEDINGS OF FORTY FIFTH ANNUAL GENERAL MEETING OF SURYA ROSHNI LIMITED HELD ON 28TH OCTOBER, 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PRAKASH NAGAR, SANKHOL, BAHADURGARH, HARYANA – 124 507.

PRESENT :-

DIRECTORS :

- Sh. K. K. Narula : Independent Director;
Chairman (Audit Committee and
Stakeholder's Relationship Committee)
- Sh. Raju Bista : Managing Director
- Sh. Vinay Surya : Whole-time Director
- Sh. Kaustubh N Karmarkar : Whole-time Director

Due to Pre-Occupations, other Directors namely - Sh. Jai Prakash Agarwal, Smt. Urmil Agarwal, Sh. Ravinder Kumar Narang, Sh. T S Bhattacharya, Sh. S K Awasthi, Sh. S S Khurana, Sh. Sunil Sikka and Smt. Shivani Singla expressed their inability to attend the meeting.

MEMBERS :

In Person : 24

By Proxy : Nil

Corporate members through authorised representatives: 19

IN ATTENDANCE :

- Sh. B. B. Singal : Sr.V.P & Company Secretary
- Sh. Ashok Kumar Goyal : Statutory Auditors'- M/s.
Ashok Kumar Goyal & Co.
- Sh. R N Maloo : Executive Director & GCFO
- Sh. D P Gupta : Scrutinizer- S G S Associates

CHAIRMAN :-

Sh. K. K. Narula Director of the Company, took the chair as per Article 74 of the Articles of the Company.

REGISTER U/s 170:

The Register of Directors' shareholding pursuant to Section 170 of the Companies Act, 2013 was kept open and accessible during the continuance of the meeting to the persons having the right to attend the meeting.



QUORUM:

The Chairman extended a welcome to the members present at the meeting and having found the quorum present, declared the meeting properly constituted.

CHAIRMAN'S SPEECH:

The Chairman of the meeting gave a detailed account of the performance of the Company during the year under review as well as the year previous to its vis-à-vis the global economic scenario of the industry. He also talked about the future prospects of the Company.

NOTICE :

With the consent of the members present, the notice convening the meeting, the financial statements of the Company and the Directors' Report thereon for the year ended 31st March, 2018, having been circulated already were taken as read.

The Chairman thereafter directed Shri B. B. Singal, Sr. V.P & Company Secretary, to read out the Auditors' Report and Shri B. B. Singal read the same.

Thereafter, Chairman informed the house that as per the provisions of Section 107 of the Companies Act, 2013 ("the Act"), Voting by Show of hands is not permitted as provisions of Section 108 of the Act related to Electronic-voting are applicable on the Company. Now as per the provisions of Section 109 of the Act, read with Rule 21 of the Companies (Management and Administration) Rules, 2014, a Poll is conducted on all resolutions as set out in the notice for those members who had not had earlier exercised their Remote Electronic-Voting right on the resolutions specified in the Annual General Meeting Notice. The resolutions on which Poll is conducted are as follows :

Sl. No.	Description	Resolution Required
ORDINARY BUSINESS		
1.	Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2018 and the Report of Directors' and Auditors thereon.	Ordinary
2.	Declaration of Equity Dividend	Ordinary
3.	Re-Appointment of Sh. Raju Bista (holding DIN – 01299297) who retires by rotation.	Ordinary
SPECIAL BUSINESS		
4.	Consent for Mortgage of Properties for Loan and Working Capital limit u/s 180(1)(a) of the Companies Act, 2013.	Special
5.	Increase in Remuneration of Shri Jai Prakash Agarwal (DIN – 00041119) as whole-time Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013.	Special
6.	Increase in Remuneration of Shri Raju Bista (DIN – 01299297) as Managing Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013.	Special
7.	Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2018-19, in compliance to the provisions of the Companies Act, 2013.	Ordinary
8.	Appointment of Shri Sunil Sikka (DIN–08063385) as an Independent Director of the Company for a period of five years as per the provisions of the Companies Act, 2013.	Ordinary
9.	Appointment of Shri Vinay Surya (DIN – 00515803) as Director of the	Ordinary



	Company liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013.	
10.	Appointment and remuneration of Shri Vinay Surya (DIN – 00515803) as Whole-time Director for a period of five years as per the provisions of the Companies Act, 2013.	Special
11.	Approval for increase in borrowing limits u/s 180(1)(c) of the Companies Act, 2013.	Special
12.	Approval of Stock Option Scheme for issue of ESOPs to employees of the Company as per the provisions of the Companies Act, 2013.	Special
13.	Approval for creation of Trust namely Surya Roshni Limited Employees Welfare Trust.	Special
14.	Approval for funding to Surya Roshni Limited Employees Welfare Trust for implementation of SRL Employee Stock Options Scheme -2018 as per the provisions of the Companies Act, 2013.	Special
15.	Approval for continuance to act as an Independent Director on or after 1 st April, 2019 of Shri Ravinder Kumar Narang (DIN – 02318041) on attaining the age of 75 years or more as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.	Special
16.	Approval for continuance to act as an Independent Director on or after 1 st April, 2019 of Shri Krishan Kumar Narula (DIN – 00098124) on attaining the age of 75 years or more as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.	Special
17.	Appointment of Shri Kaustubh Narsinh Karmarkar (DIN – 00288642) as Director liable to retire by rotation as per the provisions of the Companies Act, 2013	Ordinary
18.	Appointment and remuneration of Shri Kaustubh Narsinh Karmarkar (DIN – 00288642) as Whole-time Director for a period of five years as per the provisions of the Companies Act, 2013	Special
19.	Approval for Adoption of new set of Articles of Association of the Company in substitution of existing Articles of Association of the Company as per the provisions of the Companies Act, 2013	Special

Chairman , then requested the Scrutinizer SGS Associates to distribute Polling Papers to the members and proxies present at the meeting who had not exercised their right earlier and to keep a record of the polling papers received in a poll, by initialling it. Scrutinizer are further required to comply Rule 21 of Companies (Management and Administration) Rules, 2014 in regard to polling process and submit its report to me.

As directed by the Chairman, Scrutinizer SGS Associates distribute Polling Papers to the members and proxies (if any) present at the meeting and conduct the poll process as specified in Rule 21 of Companies (Management and Administration) Rules, 2014. Scrutinizer in the presence of members and proxies locked and sealed the empty polling box to be used for polling process.

After the poll is over Scrutinizer unblocked the Polling Box in the presence of two witnesses Mr. Tarun Mangla R/o D-23 Pushpanjali Enclave, Piam Pura, Delhi- 110034 and Mr. Manmohan Singh R/o 9-116/117, Malviya Nagar, New Delhi- 110017 who are not in the employment of the company.

Chairman then informed the house that the results on the resolutions for which the voting was conducted will be declared on receipt of the report from the scrutinizer and the same be placed on the website of the company.



Their being no other Business to transact, the Chairman declared the conclusion of the agenda and thanked the House for Participation.

VOTE OF THANKS

With a vote of thanks to the Chair proposed by Shri Arun Kumar Pandit and seconded by Shri Naresh Kumar Sharma the Forty fifth Annual General Meeting of the Company concluded at 12:05 PM

Thereafter, Scrutinizer, SGS Associates counted the votes cast on poll and Remote e-voting separately and prepare its report accordingly and thereby submitted its report to the Chairman for their counter sign.

Chairman after going through the Scrutinizer report, countersigned the same and declared the results accordingly. The details are as follows:

(A) ORDINARY BUSINESS :

ITEM NO.1 : - (ADOPTION OF AUDITED FINANCIAL STATEMENTS)

Resolution Required : Ordinary

“RESOLVED THAT the audited Financial Statements of the Company comprising the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date along with the Directors’ Report and Auditors’ Report thereon be and the same are hereby received, approved and adopted.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,29,721	21.72%	4,29,721	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,29,721	21.72%	4,29,721	-	100.00%	-



Public- Non Institution	E-Voting		77,156	0.42%	17,370	59,786	22.51%	77.49%
	Poll	1,82,06,560	35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.08%	35,96,952	59,786	98.37%	1.63%
Total		5,44,08,974	3,83,10,203	70.41%	3,82,50,417	59,786	99.84%	0.16%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO.2: - DECLARATION OF EQUITY DIVIDEND

Resolution Required : Ordinary

“RESOLVED THAT as recommended by the Board of Directors, a dividend of Rs. 2.00 per share on the paid-up equity share capital of the Company for the year ended 31st March, 2018 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.54,40,89,740 for the full year

Rs. 10,88,17,948

AND THAT the same be paid to the shareholders whose names appear on the company's register of members on 14th September, 2018 and/or the register of beneficial owners maintained by the depository as at the end of 10th September, 2018.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-



	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086		100.00%	-
Public- Non Institution	E-Voting	1,82,06,560	77,156	0.424%	17,370	59,786	22.51%	77.49%
	Poll		35,79,582	19.661%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,952	59,786	98.37%	1.63%
Total		5,44,08,974	3,83,40,568	70.47%	3,82,80,782	59,786	99.84%	0.16%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

**ITEM NO.3 : - REAPPOINTMENT OF SHRI RAJU BISTA (DIN-01299297)
AS DIRECTOR OF THE COMPANY RETIRE BY ROTATION**

Resolution Required : Ordinary

“RESOLVED THAT Shri Raju Bista having DIN - 01299297, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as the Director of the Company.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below :**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
Public- Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,870	60,286	21.86%	78.14%



	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,452	60,286	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,82,80,282	60,286	99.84%	0.16%
Whether resolution is Pass or Not.						Yes		

Result : Passed with requisite majority

(B) SPECIAL BUSINESS :

ITEM NO.4: - CONSENT U/S 180(1)(a) OF THE 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 Limited and / or Punjab National Bank, acting for itself and as an agent of Banks / Financial Institutions to secure:

- Term Loan of Rs. 2500 Lakh (Rupees Two thousand five hundred Lakh only) lent and advanced by Export – Import Bank of India (EXIM) to the Company.
- Term Loan of Rs. 6500 Lakh (Rupees Six thousand five hundred Lakh only) lent and advanced by HDFC Bank Limited (HDFC) to the Company.
- Term Loan of Rs. 4900 Lakh (Rupees Four thousand nine hundred Lakh only) lent and advanced by HDFC Bank Limited (HDFC) to the Company for setting up of 3LPE coating unit at Anjar Kutch.
- Existing term loan(s) of Rs. 30,000 Lakh (Rupees thirty thousand Lakh only) lent and advanced by State Bank of India (SBI), Export-Import Bank of India (EXIM) and Canara Bank has been sanctioned to the Company which were secured by way of charge on Company's entire immovable and movable properties both present and future held prior to merger with erstwhile Surya Global Steel Tubes Limited (e-SGSTL) The details are as under:

S. No.	Existing Term Loans from Banks	Sanctioned Amount (Rs. in lakh)
1	State Bank of India	6,000
2	State Bank of India	2,500
3	State Bank of India	5,000
4	State Bank of India	3,000
5	State Bank of India	5,000
6	Export -Import Bank of India	3,000
7	Export -Import Bank of India	3,000
8	Canara Bank	2,500
	TOTAL	30,000



- e) Existing term loan(s) of Rs. 5000 Lakh (Rupees five thousand Lakh only) lent and advanced by State Bank of India (SBI) and DCB Bank Limited (DCB) has been sanctioned to the erstwhile Surya Global Steel Tubes Limited (e-SGSTL) which were secured by way of charge on its entire immovable and movable properties both present and future held prior to merger with the Company. The details are as under:

S. No.	Existing Term Loans from Banks	Sanctioned Amount (Rs. in Lakh)
1	State Bank of India	2,500
2	DCB Bank Limited	2,500
	TOTAL	5,000

- f) The Working Capital Limits including CEL Limits for forward cover of Rs. 195832 Lakh, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank, IDBI Bank Ltd., Canara Bank, HDFC Bank Limited, Bank of Baroda and DCB Bank Limited to the Company. The details are as under;

S. No.	Consortium Banks	(Rs. In Lakh)
1	State Bank of India	79466
2	Punjab National Bank	38266
3	IDBI Bank Ltd.	9300
4	Canara Bank	22000
5	HDFC Bank Limited	23100
6	Bank of Baroda	18800
7	DCB Bank Limited	4900
	TOTAL	195832

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, IDBI Bank Ltd., Canara Bank, HDFC Bank Limited, Bank of Baroda, DCB Bank Limited and Export Import Bank of India 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 authorized 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.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below :**



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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	1,17,141	3,42,945	25.46%	74.54%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	1,17,141	3,42,945	25.46%	74.54%
Public- Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,860	60,296	21.85%	78.15%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,442	60,296	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,79,37,327	4,03,241	98.95%	1.05%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO.5: - Approval for increase in Remuneration of Shri Jai Prakash Agarwal (DIN – 00041119) as whole-time Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013.

Resolution Required : Special

“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 and as recommended by Nomination and Remuneration Committee (NRC), approval of the members of the Company be and is hereby accorded to increase the remuneration paid to Shri Jai Prakash Agarwal, Executive Chairman of the Company, having Director Identification No. (DIN – 00041119) by paying in addition to Salary, 1.5% commission of the Profit before tax (PBT) of the financial year derived on the basis of Audited Financial Statements of the Company for the concerned financial year 2017-18 and onwards for the rest of his tenure, as set out in the Supplementary Agreement executed on 20th March, 2018 between the Company and Shri Jai Prakash Agarwal, 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 Jai Prakash



Agarwal 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 Jai Prakash Agarwal 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 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.”

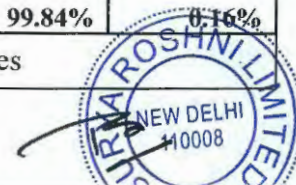
The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below :**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
Public– Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,822	60,334	21.80%	78.20%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,404	60,334	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,82,80,234	60,334	99.84%	0.16%

Whether resolution is Pass or Not.

Yes

Result : Passed with requisite majority



ITEM NO. 06 Approval for increase in Remuneration of Shri Raju Bista (DIN – 01299297) as Managing Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013

Resolution Required : Special

“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 and as recommended by Nomination and Remuneration Committee (NRC), 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 by paying in addition to Salary, 1% commission of the Profit before tax (PBT) of the financial year derived on the basis of Audited Financial Statements of the Company for the concerned financial year 2017-18 and onwards for the rest of his tenure, as set out in the Supplementary Agreement executed on 20th March, 2018 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 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.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below :**



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	E-Voting	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-

Group	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
Public- Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,692	60,464	21.63%	78.37%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,274	60,464	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,82,80,104	60,464	99.84%	0.16%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 07 - Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2018-19, in compliance to the provisions of the Companies Act, 2013.

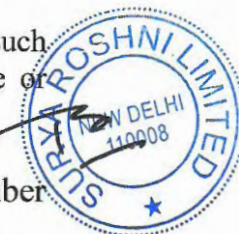
Resolution Required : Ordinary

“**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 in force, 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, 2019 be paid a remuneration of Rs. 4,75,000 (Rupees Four 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.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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		2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll	3,42,23,744	90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting		4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll	19,78,670	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
Public- Non Institution	E-Voting		77,156	0.42%	16,692	60,464	21.63%	78.37%
	Poll	1,82,06,560	35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,274	60,464	98.347%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,82,80,104	60,464	99.84%	0.16%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 08: Approval for appointment of Shri Sunil Sikka (DIN-08063385) as an Independent Director of the Company for a period of five years as per the provisions of the Companies Act, 2013.

Resolution Required : Ordinary

“**RESOLVED THAT** in accordance with the provisions of Section 149, 150 , 152, 160, 161 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations), approval of the members of the Company be and is hereby accorded to appoint Sh. Sunil Sikka having Director Identification No. (DIN) – 08063385 as an Independent Director for a period of fi ve years from 28th September, 2018 to 27th September, 2023.

RESOLVED FURTHER THAT Sh. Sunil Sikka meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his independence for being appointed as an independent Director of the Company.

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.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**



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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		19,78,670	23.25%	4,60,086	-	100.00%	-
Public– Non Institution	E-Voting	1,82,06,560	75,025	0.41%	14,739	60,286	19.65%	80.35%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,82,06,560	20.073%	35,94,321	60,286	98.35%	1.65%
Total		5,44,08,974	3,83,38,437	70.46%	3,82,78,151	60,286	99.84%	0.16%
Whether resolution is Pass or Not.							Yes	

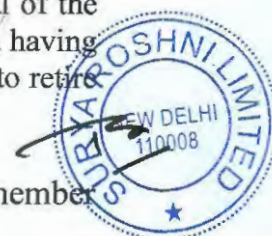
Result : Passed with requisite majority

ITEM NO. 9: Approval for appointment of Shri Vinay Surya (DIN – 00515803) as Director of the Company liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013.

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 reenactment thereof for the time being in force read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as the Listing Regulations, approval of the members of the Company be and is hereby accorded to appoint Shri Vinay Surya having Director Identification No. (DIN) – 00515803 as Director of the Company liable to retire by rotation.”

The Chairman then declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**



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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
Public- Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,870	60,286	21.86%	78.14%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,452	60,286	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,82,80,282	60,286	99.84%	0.16%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 10: Approval for appointment and remuneration of Shri Vinay Surya (DIN – 00515803) as Whole-time Director for a period of five years as per the provisions of the Companies Act, 2013.

Resolution Required : Special

“**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 the appointment of, including remuneration, perquisites, benefits and amenities payable to Shri Vinay Surya having Director Identification No. (DIN) – 00515803 as the Whole-time Director of the Company for a period of five years commencing from 18th May, 2018 to 17th May, 2023, as set out in the Agreement executed between the Company and Shri Vinay Surya, the main terms of which are set out in the explanatory statement, which agreement is hereby specifically approved with authority to the Board of Directors of the Company to alter and / or vary the terms and conditions of the said appointment 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 Vinay Surya 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 Vinay Surya 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 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.”

The Chairman then declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
Public– Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,730	60,426	21.68%	78.32%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,312	60,426	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,82,80,142	60,426	99.84%	0.16%

Whether resolution is Pass or Not.

Yes

Result

:

Passed with requisite majority



ITEM NO. 11: Approval for increase in borrowing limits u/s 180(1)(c) of the Companies Act, 2013.

Resolution Required : Special

“RESOLVED THAT in supersession of the resolution passed under section 180(1)(c) of the Companies Act, 2013 by the members of the Company in their meeting held on 5th September, 2014, in relation to the exercise of borrowing power, consent of the Company be and is hereby accorded, under the said provisions and Articles of the Company and all other applicable provisions, if any of the Companies Act, 2013 and subject to compliance with all applicable laws and regulations, to the Board of Directors of the Company (hereinafter referred to as “ the Board “ which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money in any manner, from time to time, with or without security and upon such terms and conditions as they deem appropriate, notwithstanding that the aggregate of moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, from time to time , that is to say, reserves not set apart for any specific purpose; Provided however that the total amount up to which monies may be borrowed by the Board (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any given point of time the sum of Rs. 3000 Crore (Rupees Three thousand Crore only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary desirable or expedient to give effect to this resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-



Public- Non Institution	E-Voting		77,156	0.42%	16,822	60,334	21.80%	78.20%
	Poll	1,82,06,560	35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,404	60,334	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,82,80,234	60,334	99.84%	0.16%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 12: Approval for Stock Option Scheme for issue of ESOPs to employees of the Company as per the provisions of the Companies Act, 2013.

Resolution Required : Special

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the members of the Company be and is hereby accorded for approval of SRL Employee Stock Option Scheme – 2018 (“scheme”) through Trust Route and the Board to create, grant, offer, issue and allot under the scheme, in one or more tranches, a maximum of 8,00,000 (Eight Lakh) options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 8,00,000 (Eight Lakh) equity shares of face value ` 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of permanent employees whether working in India or outside India and directors whether a whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company in a manner, during such period in one or more tranches and on such other terms and conditions as to be decided in accordance with the extant regulations or other provisions of the law as may be prevailing at the relevant time”.

RESOLVED THAT subject to the applicable laws, consent of the member(s) of the Company be and is hereby accorded to the Board of Directors including the Nomination and Remuneration Committee (NRC) to implement the Scheme through trust namely **Surya Roshni Limited Employees Welfare Trust**.

RESOLVED FURTHER THAT in compliance with section 62 (1)(b) and applicable provisions of the Companies Act, 2013 and other applicable laws including but not limited to Indian Trust Act, 1882, the Board including any committee thereof be is hereby



authorized to allot the fresh Equity Shares upto **8,00,000 (Eight Lakh)** of Rs. 10/- each of the company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), to **"Surya Roshni Limited Employees Welfare Trust"** for the purpose of implementation of the scheme which will subsequently be transferred to the Employees as and when options are exercised.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT Nomination and Remuneration Committee ('Committee') be and is hereby designated as compensation Committee pursuant to SEBI Regulations for administration and superintendence of the scheme.

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the scheme not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT The Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under the scheme on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

The Chairman then declared the result on the resolution on which the members voted through **Poll / Remote e-voting as below:**

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		2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll	3,42,23,744	90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting		4,60,086	23.25%	1,17,141	3,42,945	25.46%	74.54%
	Poll	19,78,670	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	1,17,141	3,42,945	25.46%	74.54%
Public- Non Institution	E-Voting		77,156	0.42%	16,860	60,296	21.85%	78.15%
	Poll	1,82,06,560	35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.085%	35,96,442	60,296	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,79,37,327	4,03,241	98.95%	1.05%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 13: Approval for creation of Trust namely Surya Roshni Limited Employees Welfare Trust.

Resolution Required : Special

“RESOLVED THAT pursuant to the applicable provisions, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholder of the Company be and is hereby accorded for secondary acquisition of shares for implementation of SRI Employee stock option Scheme upto the fullest extent of limits prescribed hereunder and those under the SEBI SBEB Regulations as may be decided solely by the Board under the Plan, exercisable into not more than 8,00,000 (Eight Lakh) fully paid-up equity shares in the Company in aggregate of face value of Rs. 10/- (Rupees Ten) each, through **Surya Roshni Limited Employees Welfare Trust** (“Trust”) to be set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board subject however that secondary acquisition by the trust in any financial year shall not exceed two percent of the paid-up capital as at the end of the respective previous financial year, more



particularly in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

The Chairman then declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	1,17,141	3,42,945	25.46%	74.54%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,60,086	23.25%	1,17,141	3,42,945	25.46%	74.54%
Public- Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,822	60,334	21.80%	78.20%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		36,56,738	20.08%	35,96,404	60,334	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,79,37,289	4,03,279	98.95%	1.05%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 14: Approval for funding to Surya Roshni Limited Employees Welfare Trust for implementation of SRL Employee Stock Options Scheme 2018 as per the provisions of the Companies Act, 2013.

Resolution Required : Special



"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), 67, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the Shareholders of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, the **Surya Roshni Limited Employees Welfare Trust** (hereinafter referred to as "Trust") set-up or to be set up by the Company in one or more tranches not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves for the purpose of subscription and/or purchase of equity shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under "SRL Employee Stock Option Scheme – 2018" ("Scheme") or any other share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as "Employee Benefit Plan(s)") from time to time, with a view to deal in such equity shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Rules and other applicable laws and regulations.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the scheme and/or Employee Benefit Plans, as the case may be, subject to exercise price being paid by the employees on exercise of Employee Stock Options under the respective Employee Benefit Plan.

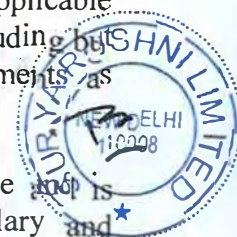
RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and



things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.”

The Chairman then declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

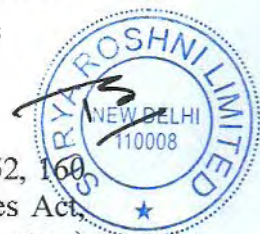
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	1,17,141	3,42,945	25.46%	74.54%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	1,17,141	3,42,945	25.46%	74.54%
Public– Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,860	60,296	21.85%	78.15%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	36,56,738	20.08%	35,96,442	60,296	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,79,37,327	4,03,241	98.95%	1.05%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 15: Approval for continuance to act as an Independent Director on or After 1st April, 2019 of Shri Ravinder Kumar Narang (DIN – 02318041) on attaining the age of 75 years or more as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Resolution Required : Special

“**RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors)



Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 which will come into force with effect from 1st April, 2019, members of the Company be and is hereby accorded their assent to continue Sh. Ravinder Kumar Narang having Director Identification No. (DIN) – 02318041 as Nonexecutive; Independent Director on or after 1st April, 2019 even on attaining the age of 75 years for the remaining term of his Independent Director.

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.”

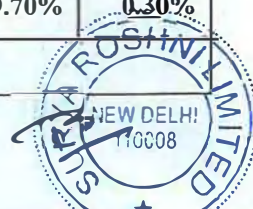
The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
Public– Non Institution	E-Voting	1,82,06,560	1,28,832	0.71%	14,691	1,14,141	11.40%	88.597%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	37,08,414	20.37%	35,94,273	1,14,141	96.92%	3.08%
Total		5,44,08,974	3,83,92,244	70.56%	3,82,78,103	1,14,141	99.70%	0.30%

Whether resolution is Pass or Not.

Yes

Result : Passed with requisite majority



ITEM NO. 16: Approval for continuance to act as an Independent Director on or after 1st April, 2019 of Shri Krishan Kumar Narula (DIN – 00098124) on attaining the age of 75 years or more as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

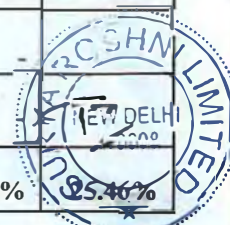
Resolution Required : Special

“**RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 which will come into force with effect from 1st April, 2019, members of the Company be and is hereby accorded their assent to continue Sh. Krishan Kumar Narula having Director Identification No. (DIN) – 00098124 as Non-executive; independent Director on or after 1st April, 2019 even on attaining the age of 75 years for the remaining term of his Independent Director.

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.”

The Chairman then declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,42,23,744	3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	3,42,945	1,17,141	74.54%	25.46%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	19,78,670	4,60,086	23.25%	3,42,945	1,17,141	74.54%	25.46%



Public- Non Institution	E-Voting		1,28,832	0.71%	14,691	1,14,141	11.40%	88.60%
	Poll	1,82,06,560	35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	37,08,414	20.37%	35,94,273	1,14,141	96.92%	3.08%
Total		5,44,08,974	3,83,92,244	70.56%	3,81,60,962	2,31,282	99.40%	0.60%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 17: Approval for appointment of Shri Kaustubh Narsinh Karmarkar (DIN – 00288642) as Director liable to retire by rotation as per the provisions of the Companies Act, 2013

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 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as the Listing Regulations, approval of the members of the Company be and is hereby accorded to appoint Shri Kaustubh Narsinh Karmarkar having Director Identification No. (DIN) – 00288642 as Director of the Company liable to retire by rotation.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,60,086	23.25%	4,60,086	-	100.00%	-



Public- Non Institution	E-Voting		1,28,902	0.71%	14,761	1,14,141	11.45%	88.55%
	Poll	1,82,06,560	35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,82,06,560	37,08,484	20.37%	35,94,343	1,14,141	96.92%	3.08%
Total		5,44,08,974	3,83,92,314	70.56%	3,82,78,173	1,14,141	99.70%	0.30%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 18: Approval for appointment and remuneration of Shri Kaustubh Narsinh Karmarkar (DIN – 00288642) as Whole-time Director for a period of five years as per the provisions of the Companies Act, 2013

Resolution Required : Special

“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 the appointment of, including remuneration, perquisites, benefits and amenities payable to Shri Kaustubh Narsinh Karmarkar having Director Identification No. (DIN – 00288642) as the Whole-time Director of the Company for a period of five years commencing from 10th August, 2018 to 09th August, 2023, as set out in the Agreement executed / to be executed between the Company and Shri Kaustubh Narsinh Karmarkar, the main terms of which are set out in the explanatory statement, which agreement is hereby specifically approved with authority to the Board of Directors of the Company to alter and / or vary the terms and conditions of the said appointment 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 Kaustubh Narsinh Karmarkar 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 Kaustubh Narsinh Karmarkar 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 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.”



The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

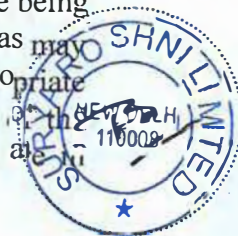
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,42,23,744	2,51,97,734	73.63%	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,42,23,744	100.00%	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	4,60,086	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		19,78,670	23.25%	4,60,086	-	100.00%	-
Public- Non Institution	E-Voting	1,82,06,560	1,28,902	0.71%	14,621	1,14,281	11.34%	88.657%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,82,06,560	20.37%	35,94,203	1,14,281	96.92%	3.08%
Total		5,44,08,974	3,83,92,314	70.56%	3,82,78,033	1,14,281	99.70%	0.30%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 19: Approval for adoption of new set of Articles of Association of the Company in substitution of existing Articles of Association of the Company as per the provisions of the Companies Act, 2013

Resolution Required : Special

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, replacement and substitution of the existing Articles of Association of the Company with the Articles of Association as submitted to this meeting which are



conformity with the provisions of Companies Act 2013, be and is hereby approved, and the substituted Articles be adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman than declared the result on the resolution on which the member voted through **Poll / Remote e-voting as below:**

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	3,42,23,744	2,51,97,734	73.63	2,51,97,734	-	100.00%	-
	Poll		90,26,010	26.37%	90,26,010	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,42,23,744	73.89	3,42,23,744	-	100.00%	-
Public Institutions	E-Voting	19,78,670	4,60,086	23.25%	-	4,60,086		100.00%
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		4,60,086	23.25%	-	4,60,086		100.00%
Public– Non Institution	E-Voting	1,82,06,560	77,156	0.42%	16,860	60,296	21.85%	78.148%
	Poll		35,79,582	19.66%	35,79,582	-	100.00%	-
	Postal Ballot		-	-	-	-	-	-
	Total		36,56,738	20.08%	35,96,442	60,296	98.35%	1.65%
Total		5,44,08,974	3,83,40,568	70.47%	3,78,20,186	5,20,382	98.64%	1.36%
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

