



SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

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

SRL/TK/se/16-17/25
October 14, 2016

The Secretary
The Stock Exchange, Mumbai
New Trading Ring, 14th Floor,
Rotunda Building, P.J.Towers,
Dalal Street, Fort,
MUMBAI - 400 001
Scrip Code : 500336

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 - 400051
NSE Symbol : SURYAROSNI

Ref. : ⁹ ¹³ **REGULATION 30 READ WITH PART A (13) OF SCHEDULE III OF
SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

Sub. : **Proceedings of the 43rd Annual General Meeting.**

Sir,

This has reference to the captioned Clause of the Listing Regulations, please find enclosed herewith, the proceedings of the 43rd Annual General Meeting of the Company held on 23rd September, 2016 at 11.00 a.m. 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

Encl : a.a.

SURYA ROSHNI LIMITED

MINUTES OF FORTY THIRD ANNUAL GENERAL MEETING OF SURYA ROSHNI LIMITED HELD ON 23RD SEPTEMBER, 2016 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 : Director; Chairman (Audit Committee),
and (Nomination & Remuneration Committee)
- Sh. S S Khurana : Director

Due to Pre-Occupations, other Directors namely - Mr. J P Agarwal, Mr. Raju Bista, Mr. Ravinder Kumar Narang, Sh. U K Mukhopadhyay, Mr. T S Bhattacharya, Mr. S K Awasthi, Mr. Rajeev Kumar Sinha, Dr. Salila Tewari, Mr. Mukesh Tripathi expressed their inability to attend the meeting.

MEMBERS :

In Person : 16
By Proxy : Nil

Corporate members through authorised representatives: 22

IN ATTENDANCE :

- Sh. B. B. Singal : Sr.V.P & Company Secretary
- Sh. CA. Ananda Sastry K. : Statutory Auditor
- 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, 2016, 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 Financial Statements of the Company and the Report of Directors' and Auditors thereon for the year ended 31 st March, 2016. Proposed By : Shri Nanak Harpalani Seconded By : Shri Ravinder Singh	Ordinary
2.	Declaration of Equity Dividend Proposed By : Shri Manmohan Singh Seconded By : Shri Sudhir Arora	Ordinary
3.	Re-Appointment of Sh. Mukesh Tripathi (holding DIN – 01951272) who retires by rotation. Proposed By : Shri Ranjit Singh Seconded By : Shri Ravinder Singh	Ordinary
4.	Re- Appointment of Statutory Auditor M/s Sastry K Anandam & Co. for the F.Y- 2016-17. Proposed By : Shri Lakshman Mishra Seconded By : Shri Kamal Kumar Malik	Ordinary
SPECIAL BUSINESS		
5.	Consent for Mortgage of Properties for Loans availed and sanctioned working capital limit u/s 180(1)(a) of Companies Act, 2013. Proposed By : Shri Ravinder Singh Seconded By : Shri Sudhir Arora	Special
6.	Approval for Increase in Remuneration of Managing Director Sh. Raju Bista as per the provisions of Companies Act, 2013. Proposed By : Shri Naresh Kumar Sharma Seconded By : Shri Arun Kumar Pandit	Ordinary



7.	Ratify Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y 2016-17 in compliance to Companies Act, 2013. Proposed By : Shri Ranjit Singh Seconded By : Shri Kamal Kumar Malik	Ordinary
8.	Approval to enter into Contract / Agreement with modifications between the Company and M/s Surya Global Steel Tubes Limited in compliance to Companies Act, 2013. Proposed By : Shri Ravinder Singh Seconded By : Shri Nanak Harpalani	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. Nank Harpalani S/o Late Shri Ghanshamdas R/o 7/14, West Patel Nagar, Chatur Nivas, New Delhi – 110008 and Mr. Sudhir Arora S/o Kesho Ram R/o 31, Plot No.5, Savera Apartments, Sector-13, Rohini, Delhi – 110085 who are not in the employment of the company and had signed in confirmation that the votes being unblocked by Scrutinizer in their presence.

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.

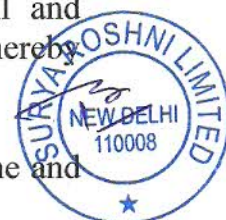
Their being no other Business to transact, the Chairman declared the conclusion of the agenda and thanked the House for Participation.

VOTE OF THANKS

With a vote of thanks to the Chair proposed by Shri Nanak Harpalani and seconded by Shri Arun Kumar Pandit the Forty third Annual General Meeting of the Company concluded at 11:25 a.m

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 FINANCIAL STATEMENTS)****Resolution Required : Ordinary**

“RESOLVED THAT the audited Financial Statements of the Company comprising the Balance Sheet as at 31st March, 2016, the Profit and Loss account and Cash Flow Statement 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	27754726	27754726	100	27754726	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	27754726	27754726	100	27754726	NIL	100	NIL
Public-Institutions	E-Voting	1188237	1006046	3.6248	1006046	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1188237	1006046	84.6671	1006046	NIL	100	NIL
Public-Non Institutions	E-Voting	14888287	3773594	13.5962	3773594	NIL	100	NIL
	Poll		479	0.0017	479	NIL	100	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	14888287	3774073	25.3493	3774073	NIL	100	NIL
Total		43831250	32534845	74.2275	32534845	NIL	100	NIL
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority



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, 2016 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 9th September, 2016 and/or the register of beneficial owners maintained by the depository as at the end of 5th September, 2016.”

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	27754726	27754726	100	27754726	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	27754726	27754726	100	27754726	NIL	100	NIL
Public-Institutions	E-Voting	1188237	1036788	3.7355	1036788	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1188237	1036788	87.2543	1036788	NIL	100	NIL
Public-Non Institutions	E-Voting	14888287	3773594	13.5962	3773594	NIL	100	NIL
	Poll		1034	0.0037	1034	NIL	100	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	14888287	3774628	25.353	3774628	NIL	100	NIL
Total		43831250	32566142	74.2989	32566142	NIL	100	NIL
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority



ITEM NO.3 : - REAPPOINTMENT OF SHRI MUKESH TRIPATHI (DIN-01951272) AS DIRECTOR OF THE COMPANY RETIRE BY ROTATION

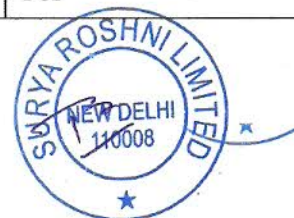
Resolution Required : Ordinary

“RESOLVED THAT Shri Mukesh Tripathi having DIN - 01951272, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby 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	27754726	27754726	100	27754726	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	27754726	27754726	100	27754726	NIL	100	NIL
Public-Institutions	E-Voting	1188237	1036788	3.7355	903955	132833	87.188	12.812
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1188237	1036788	87.2543	903955	132833	87.188	12.812
Public-Non Institutions	E-Voting	14888287	3573597	12.8756	3572609	988	99.9724	0.0276
	Poll		479	0.0017	479	NIL	100	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	14888287	3574076	24.006	3573088	988	99.9724	0.0276
Total		43831250	32365590	73.8414	32231769	133821	99.5865	0.4135
Whether resolution is Pass or Not.							Yes	

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.”

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	27754726	27754726	100	27754726	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	27754726	27754726	100	27754726	NIL	100	NIL
Public-Institutions	E-Voting	1188237	1036788	3.7355	1036788	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1188237	1036788	87.2543	1036788	NIL	100	NIL
Public-Non Institutions	E-Voting	14888287	3771043	13.587	3770855	188	99.995	0.005
	Poll		479	0.0017	479	NIL	100	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	14888287	3771522	25.3321	3771334	188	99.995	0.005
Total		43831250	32563036	74.2918	32562848	NIL	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

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 2500 lac (Rupees Two thousand five hundred lac only) lent and advanced by State Bank of India (SBI) to the Company.
- b) The Working Capital Limits including CEL Limits for forward cover of Rs. 115265 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;

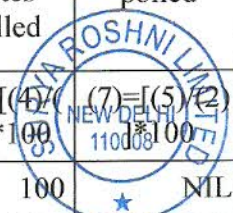
S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India	44965
2	Punjab National Bank	15200
3	State Bank of Patiala	10200
4	IDBI Bank Ltd.	9300
5	State Bank of Travancore	11500
6	Canara Bank	11600
7	HDFC Bank Limited	12500
	TOTAL	115265

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 and HDFC Bank Limited 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.”

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	E-Voting	27754726	27754726	100	27754726	NIL	100	NIL



and Promoter Group	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	27754726	27754726	100	27754726	NIL	100	NIL
Public-Institutions	E-Voting		1036788	3.7355	1036788	NIL	100	NIL
	Poll	1188237	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1188237	1036788	87.2543	1036788	NIL	100	NIL
Public-Non Institutions	E-Voting		3773594	13.5962	3773464	130	99.9966	00034
	Poll	14888287	479	0.0017	479	NIL	100	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	14888287	3774073	25.3493	3773943	130	99.9966	0.0034
Total		43831250	32565587	74.2976	32565457	130	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO.6: - APPROVAL 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 01-04-2016 for the rest of his tenure, as set out in the Supplementary Agreement executed on 27th May, 2016 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 Group	E-Voting	27754726	27754726	100	27754726	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	27754726	27754726	100	27754726	NIL	100	NIL
Public-Institutions	E-Voting	1188237	1036788	3.7355	1036788	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1188237	1036788	87.2543	1036788	NIL	100	NIL
Public-Non Institutions	E-Voting	14888287	3773594	13.5962	3773396	198	99.9948	00052
	Poll		479	0.0017	479	NIL	100	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	14888287	3774073	25.3493	3773875	198	99.9948	0.0052
Total		43831250	32565587	74.2976	32565389	198	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 07 RATIFY REMUNERATION OF COST AUDITORS M/S R J GOEL & COMPANY FOR THE FINANCIAL YEAR 2016-17

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, 2017 be paid a remuneration of Rs. 3,50,000 (Rupees Three lakh fifty 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	27754726	27754726	100	27754726	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	27754726	27754726	100	27754726	NIL	100	NIL
Public-Institutions	E-Voting	1188237	1036788	3.7355	1036788	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1188237	1036788	87.2543	1036788	NIL	100	NIL
Public-Non Institutions	E-Voting	14888287	3773594	13.5962	3773583	11	99.9997	0.0003
	Poll		479	0.0017	479	NIL	100	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	14888287	3774073	25.3493	3774062	11	99.9997	0.0003
Total		43831250	32565587	74.2976	32565576	11	100	NIL
Whether resolution is Pass or Not.							Yes	

Result : Passed with requisite majority

ITEM NO. 08 CONSENT U/S 188 OF THE COMPANIES ACT, 2013 TO ENTER INTO CONTRACT / AGREEMENT WITH MODIFICATION(S) ENTERED BETWEEN THE COMPANY AND SURYA GLOBAL STEEL TUBES LIMITED.

Resolution Required : Special

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or



reenactment thereof, for the time being in force), applicable Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, 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 enter into 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 sale of goods or materials 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."

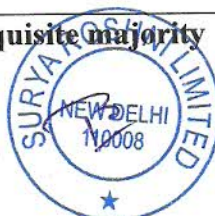
The Chairman than declared the result on the resolution on which the member voted through **Poll / Postal Ballot / Remote e-voting as below :**

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	27754726	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	27754726	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutions	E-Voting	1188237	1036788	3.7355	1036788	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1188237	1036788	87.2543	1036788	NIL	100	NIL
Public-Non Institutions	E-Voting	14888287	3773194	13.5948	3772957	237	99.9937	0.0063
	Poll		479	0.0017	479	NIL	100	NIL
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	14888287	3773673	25.3466	3773436	237	99.9937	0.0063
Total		43831250	4810461	10.975	4810224	237	99.9951	0.0049
Whether resolution is Pass or Not.							Yes	

Result

:

Passed with requisite majority



sd/-
CHAIRMAN