

SURYA INDIA LIMITED

Registered Office : B-1/H-3
Mohan Co-operative Indl. Estate
Main Mathura Road
New Delhi - 110044
Tel. : +91 11 45204100
email cs@haldiram.com
Website www.suryaindialtd.com
CIN L 74899DL 1985PLC019991

Date: 01/10/2018

To,
The Manager
The Department of Corporate Services
BSE Limited, 14th Floor, P J Towers,
Dalal Street, Mumbai-400001

Scrip Code: 539253;
Security ID: SURYAINDIA

Ref.: VOTING RESULT ON RESOLUTIONS PASSED AT 33rd ANNUAL GENERAL MEETING UNDER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REFERRED TO AS 'LISTING REGULATIONS'

Dear Sir,

With reference to the above subject, please find attached the following documents with regard to voting results of the business transacted at the 33rd Annual General Meeting (AGM) of the Members of the Company held on 29th September, 2018.

1. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Report of Scrutinizer on remote e-voting and voting at the AGM through poll.
3. Form MGT-13 for report on poll at the AGM pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014.

The result of the resolutions that were passed at the meeting based on the above is as follows:-

- Item 1: To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2018, together with the Directors' and Auditors' Reports thereon.

Resolution Required: Ordinary

Result: Passed with requisite majority



- Item 2: To appoint a director in place of Mr. Manohar Lal Agarwal (DIN-00290780) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment.

Resolution Required: Ordinary

Result: Passed with requisite majority

- Item 3: Appointment of Mrs. Puneet Bedi (DIN: 02178816) as Independent Director of the Company.

Resolution Required: Ordinary

Result: Passed with requisite majority

- Item 4: To approve the Investment(s), Loans, Guarantees and Security in excess of limits Specified under section 186 of Companies Act, 2013.

Resolution Required: Special

Result: Passed with requisite majority

- Item 5: To approve the Loan, Investments, Guarantees and Security under section 185 of Companies Act, 2013.

Resolution Required: Special

Result: Passed with requisite majority

- Item 6: To approve the grant of loan to Haldiram Snacks Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolution Required: Ordinary

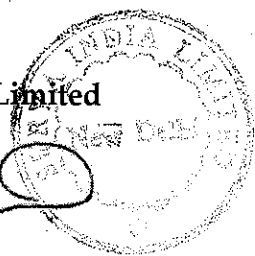
Result: Passed with requisite majority

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

Thanking you,
For Surya India Limited



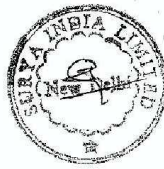
Ganesh Dass Agarwal
(Chairman)
DIN - 01547790



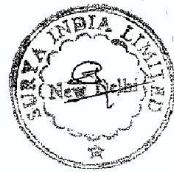
General information about company	
Scrip code	539253
NSE Symbol	
MSEI Symbol	
ISIN	INE446E01019
Name of the company	SURYA INDIA LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	29-09-2018
Start time of the meeting	10:00 AM
End time of the meeting	11:10 AM



Scrutinizer Details	
Name of the Scrutinizer	PRADEEP KATHURIA
Firms Name	P. Kathuria & Associates
Qualification	CS
Membership Number	4655
Date of Board Meeting in which appointed	31-08-2018
Date of Issuance of Report to the company	01-10-2018



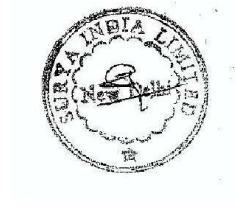
Voting results	
Record date	22-09-2018
Total number of shareholders on record date	1303
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	14
b) Public	1
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the standalone audited financial statements and the consolidated audited financial statements of the Company for the financial year ended 31st March, 2018, together with the Directors' and Auditors' Reports thereon.				
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	4250348						
	Poll		4036998	94.9804	4036998	0	100	0
	Postal Ballot (if applicable)							
	Total	4250348	4036998	94.9804	4036998	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	2735484	361777	13.2253	361777	0	100	0
	Poll		503	0.0184	503	0	100	0
	Postal Ballot (if applicable)							
	Total	2735484	362280	13.2437	362280	0	100	0
Total		6985832	4399278	62.9743	4399278	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



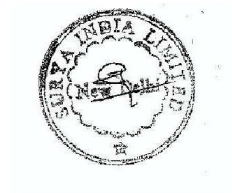
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



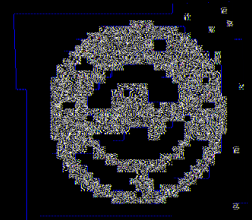
Text Block

Textual information (1) (4) Mr. Madhwar Lal Agarwal did not cast vote for the 1st time in the 1st round of the election.

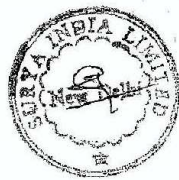
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



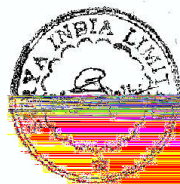
Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mrs. Puneet Bedi (DIN – 02178816) as Independent Director of the Company.				
Category	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	4250348						
	Poll		4036998	94.9804	4036998	0	100	0
	Postal Ballot (if applicable)							
	Total		4250348	94.9804	4036998	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
	E-Voting		361777	13.2253	361777	0	100	0



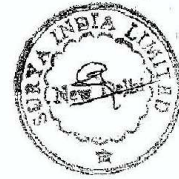
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Investment, Loans, Guarantees and Security in excess of limits specified under Section 186 of Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4250348						
	Poll		4036998	94.9804	4036998	0	100	0
	Postal Ballot (if applicable)							
	Total		4250348	94.9804	4036998	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2735484	361777	13.2253	361777	0	100	0
	Poll		503	0.0184	503	0	100	0
	Postal Ballot (if applicable)							
	Total		2735484	13.2437	362280	0	100	0
Total		6985832	4399278	62.9743	4399278	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



The Shareholders of the Company holding shares as on "cut-off" date of 22nd September, 2018 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 6 in the notice of the AGM of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) as the service provider, for providing the facility of electronic voting to the shareholder of the **Surya India Limited** from Wednesday, 26th September, 2018 at 9.00 A.M. to Friday, 28th September, 2018 at 5.00 P.M. The e-voting results were unblocked by me on 29th September 2018 in the presence of two witnesses who are not in the employment of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice of the AGM of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer report of the Votes Cast "In Favour" and/or "Against" and/or "Invalid Votes" in respect of the resolutions as stated below, based on the report generated from the e-voting system provided by NSDL (the authorised agency to provide e-voting facilities, engaged by the Company).

Declaration with respect to Poll at the Annual General Meeting:

I confirm that after the time fixed for closing of the poll by the Chairman, the Polling box was locked. I further confirm that the locked Polling box was subsequently opened by me in the presence of two person as witnesses.

I thereby submit my report based on the reports generated from the e-voting system provided by the NSDL and also at the time of poll at AGM.

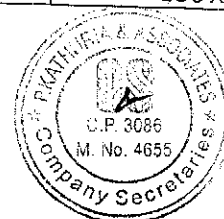
The result of the E-voting together with that of the Poll is as under:

I. Resolution No. 1 (Ordinary Business)

To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2018, together with the Directors' and Auditors' Reports thereon.

(i) Voted **in favour** of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	361777	8.22355%
Physical	15	4037501	91.77645%
Total	27	4399278	100%



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

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

(iii) **Invalid Votes**

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

II. Resolution No. 2 (Ordinary Business)

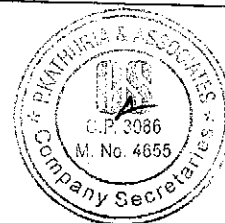
To appoint a director in place of Mr. Manohar Lal Agarwal (DIN-00290780) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	361777	9.56702%
Physical	14	3419726	90.43298%
Total	26	3781503	100%

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

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00



(iii) **Invalid Votes**

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

III. Resolution No. 3 (Ordinary Business)

For appointment of Mrs. Puneet Bedi (DIN: 02178816) as Independent Director of the company.

(i) Voted **in favour** of the resolution:

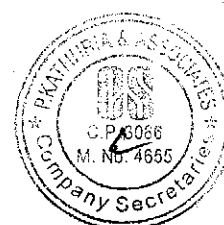
	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	361777	8.22355%
Physical	15	4037501	91.77645%
Total	27	4399278	100%

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

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

(iii) **Invalid Votes**

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00



IV. Resolution No. 4 (Special Business)

To approve the Investment(s), Loans, Guarantees and Security in excess of limits Specified under section 186 of Companies Act, 2013.

(i) Voted **in favour** of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	361777	8.22355%

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

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

(iii) **Invalid** Votes

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
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Total	13	362280	100%
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(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

(iii) **Invalid** Votes

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

VI. Resolution No. 6 (Ordinary Business)

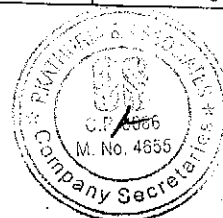
To approve the grant of loan to Haldiram Snacks Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(i) Voted **in favour** of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	361777	99.86116%
Physical	1	503	0.13884%
Total	13	362280	100%

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

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00



(iii) **Invalid** Votes

	Number of members voted through electronic voting system and physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0.00	0.00
Physical	0	0.00	0.00
Total	0	0.00	0.00

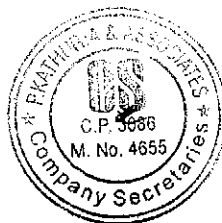
The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to Jitesh Grover, Company Secretary of the Company for safe keeping.


I hereby confirm that I am maintaining the Registers received from Service Provider electronically, in respect of the votes cast through e-Voting by the shareholders of the **Surya India Limited** I shall be arranging to hand over these record to Jitesh Grover, Company Secretary of the Company for safe keeping.

Thanking you,
Yours Faithfully

**FOR P.KATHURIA & ASSOCIATES
COMPANY SECRETARIES**

**Place: New Delhi
Date: 01/10/2018**




**(PRADEEP KATHURIA)
PROPRIETOR
C.P. No.: 3086**

3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer agents of the Company and the authorizations/proxies lodged with the Company.

4. The result of the Poll is as under:

I. Resolution No. 1 (Ordinary Business)

To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2018, together with the Directors' and Auditors' Reports thereon.

(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	4037501	100%

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

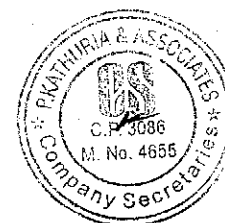
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

II. Resolution No. 2 (Ordinary Business)

To appoint a director in place of Mr. Manohar Lal Agarwal (DIN-00290780) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment.



(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	3419726	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

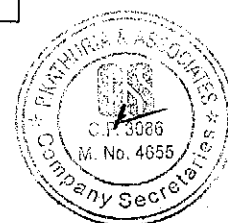
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

III. Resolution No. 3 (Ordinary Business)

For appointment of Mrs. Puneet Bedi (DIN: 02178816) as Independent Director of the company.

(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	4037501	100%



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

IV. Resolution No. 4 (Special Business)

To approve the Investment(s), Loans, Guarantees and Security in excess of limits Specified under section 186 of Companies Act, 2013.

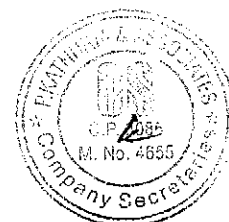
(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	4037501	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes



Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

V. Resolution No. 5 (Special Business)

To approve the Loan, Investments, Guarantees and Security under section 185 of Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	503	100%

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

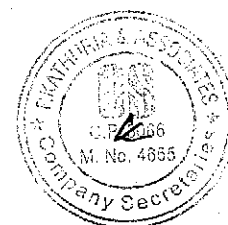
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

VI. Resolution No. 6 (Ordinary Business)

To approve the grant of loan to Haldiram Snacks Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



(i) Voted **in favour** of the resolution:

Number of members Present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	503	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

...ent records were sealed and will be
Secretary for safe keeping.

Thanking you,
Yours Faithfully,

FOR P. KATHURIA & ASSOCIATES
COMPANY SECRETARIES



(PRADEEP KATHURIA)
PROPRIETOR

Place: New Delhi
Date: 01/10/2013



P.KATHURIA & ASSOCIATES

Surya India Limited
33rd Annual General Meeting

LIST OF PROMOTERS/NON-PROMOTORS PERSONALLY PRESENT OR BY PROXY

S. No.	Folio No. /client Id	Name of the members / proxy/ Authorised Representative	Name of the Members in case of proxy Authorised Representative	Number of Shares Held	Resolutions- Vote casted in Favor	Resolutions- Vote not casted because of the status of Related Party
1	10050752	Mr. Anand Agarwal	Personally Present	6,66,250	Item 1, 2, 3 & 4	Item 5 & 6
2	10050890	Mr. Madhusudan Agarwal	Personally Present	2,21,477	Item 1, 2, 3 & 4	Item 5 & 6
3	10050929	Mrs. Sumitra Agarwal	Personally Present	1,25,950	Item 1, 2, 3 & 4	Item 5 & 6
4	10050728	Mr. Pankaj Agarwal	Personally Present	3,96,518	Item 1, 2, 3 & 4	Item 5 & 6
5	10050944	Mr. Anand Agarwal	Personally Present	2,67,221	Item 1, 2, 3 & 4	Item 5 & 6
6	10050945	Mr. Anand Agarwal	Personally Present	2,67,221	Item 1, 2, 3 & 4	Item 5 & 6
7	10050946	Mr. Anand Agarwal	Personally Present	2,67,221	Item 1, 2, 3 & 4	Item 5 & 6
8	10050947	Mr. Anand Agarwal	Personally Present	2,67,221	Item 1, 2, 3 & 4	Item 5 & 6
9	10051073	Mr. Manchar Lal Agarwal	Personally Present	6,17,773	Item 1, 2, 3 & 4	Item 5 & 6
10	10050948	Mrs. Ritu Agarwal	Personally Present	2,67,221	Item 1, 2, 3 & 4	Item 5 & 6
11	30526911	Mr. Anand Agarwal	Personally Present	2,67,221	Item 1, 2, 3 & 4	Item 5 & 6
12	30526912	Mr. Anand Agarwal	Personally Present	2,67,221	Item 1, 2, 3 & 4	Item 5 & 6
13	30526913	Mr. Anand Agarwal	Personally Present	2,67,221	Item 1, 2, 3 & 4	Item 5 & 6
14	31434056	Mr. Madhusudan Agarwal	Representative of Haldipam Products Pvt. Ltd.	7,20,000	Item 1, 2, 3 & 4	Item 5 & 6
15	10002	Mr. Ram Babu Goyal	Personally Present	503	Item 1, 2, 3, 4, 5 & 6	Item 1, 2, 3, 4, 5 & 6

