(AN IS/ISO 9001: 2015 & ISO 14001: 2015 CERTIFIED COMPANY)

November 14, 2024.

To

National Stock Exchange of India Limited

"Exchange Plaza"

Bandra-Kurla Complex

Bandra (East)

MUMBAI - 400 051

To

Department of Corporate Services,

BSE Limited,

1st floor, New Trading Ring.

Rotunda Building, P.I. Towers,

Dalal street, Fort,

MUMBAI - 400 001.

Scrip Code : SURYALAXMI

Scrip No.: 521200

Dear Sir/Madam,

Reg.: Postal Ballot Notice - Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015.

Further to the outcome of meeting of the Board of Directors of Suryalakshmi Cotton Mills Limited ("the Company") dated November 13, 2024, please find enclosed herewith copy of the postal ballot notice dated November 14, 2024 to seek approval of the shareholders for the following special resolution

SR. NO.	PARTICULARS		
1.	Appointment of Dr. Malapally Chowda Reddy Balaji (DIN: 06964971) as an		
	Independent Director.		

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 8, 2024 seeking their approval as set out in the Notice.

The Company has engaged the services of Kfin Technologies Limited for the purpose of providing evoting facility to all its members. The remote e-voting will commence from Saturday, November 16, 2024 at 9:00 a.m. IST and shall end on Sunday, December 15, 2024 at 5:00 p.m. IST. The results of the postal ballot will be announced on or before Monday, December 16, 2024 before 5:00 p.m. IST.

Please inform your members accordingly.

Thanking you,

Yours faithfully,

for SURYALAKSHMI COTTON MILLS LIMITED

VENKATA SATYA VISWESWARA SARMA EMAN

E. V. S. V. SARMA COMPANY SECRETARY

(M. NO. - ACS5220)





GOVERNMENT RECOGNISED EXPORT HOUSE

Regd. Office: Surya Towers, 6th Floor, 105 Sardar Patel Road, Secunderabad - 500 003, Telangana, INDIA

CIN Number: L17120TG1962PLC000923 Phone: +91-40-27885200, 27819856 / 57

E-MAIL: skmltd@suryalakshmi.com WEBSITE: www.suryalakshmi.com

SURYALAKSHMI



COTTON MILLS LIMITED

Registered Office: 105, 6th Floor, Surya Towers, S.P. Road, Secunderabad-500003.

(CIN: L17120TG1962PLC000923)

E-mail: slcmltd@survalakshmi.com Website: www.survalakshmi.com,

Ph.No.: 040-27885200, 27819856

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), read with General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the Resolution appended herein below for appointment of Dr. Malapally Chowda Reddy Balaji, DIN - 06964971, aged 57, as an Independent Director is proposed to be passed as Special Resolution by the Members of Suryalakshmi Cotton Mills Limited ("Company") by way of Postal Ballot through electronic voting ("remote e-voting") process only.

The proposed Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and MCA Circulars are appended below seeking consent of the Members of the Company through remote e-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rules and MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. Accordingly, the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company has appointed KFin Technologies Limited ("KFintech") for facilitating remote e-voting to enable the Members to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice under the head 'Instructions for remote e-voting' at Note 9, which the Members are requested to carefully read. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the members to register their email address. Those members who have not yet registered their email address, are requested to register the same by following the procedure set out in Note 9 in this Postal Ballot Notice.

The Board of Directors of the Company, at its Meeting held on November 13, 2024 has appointed Mr. K. V. Chalama Reddy (FCS No.: 9268, COP No.: 5451) of K V C Reddy & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot remote e-voting process in a fair and transparent manner. Members holding equity shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 p.m. IST on Sunday, December 15, 2024, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit the report to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorised by him shall declare the results of Postal Ballot remote e-voting. The results of Postal Ballot shall be declared on or before Monday, December 16, 2024 at any time before 5:00 p.m. IST and along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, and uploaded on the Company's website at https://www.survalakshmi.com/about-us/voting-result as well as on the website of KFintech at https://evoting.kfintech.com. The Results shall also be simultaneously forwarded to the Stock Exchanges within the timelines specified in the SEBI Listing Regulations.

The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. Sunday, December 15, 2024.

SPECIAL BUSINESS

Resolution No. 1:

Appointment of Dr. Malapally Chowda Reddy Balaji, (DIN: 06964971) as an Independent Director with effect from December 16, 2024.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Dr. M. C. Balaji, in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing the candidature of Dr. M. C. Balaji for the office of Director of the Company, who meets the criteria for Independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, who is not liable to retire by rotation, for a term of five years from December 16, 2024 to December 15, 2029.

> By order of the Board for Suryalakshmi Cotton Mills Limited Sd/-E.V.S.V. SARMA COMPANY SECRETARY

Place : Secunderabad Date: November 14, 2024.

- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")
 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules,
 2014, setting out material facts in respect of the aforesaid resolution is annexed hereto.
- 2. This Postal Ballot Notice is being published/displayed for all the Members, whose name appear in the Register of Members/Register of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited (*CDSL*) as on Friday, November 8, 2024 and is being sent only to the Members who already have their email address registered with the KFintech (Registrar & Share Transfer Agent of the Company for equity shares)/ Company /Depositories, in accordance with the provisions of the Act read with the Rules made thereunder and MCA Circulars. A person who is not a Member as on Friday, November 8. 2024, should treat this Postal Ballot Notice for information purpose only. A copy of this Postal Ballot Notice is also available on the website of the Company at https://www.survalakshmi.com/about-us/notice, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively KFintech and on website of the https://evoting.kfintech.com.
- 3. The Members of the Company whose name appear in the Register of Members or in the Register of Beneficial Owners as received from the Depositories i.e. NSDL/ CDSL as on Friday, November 8, 2024, (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email address with the KFintech/ Company / Depositories) only shall be entitled to vote in relation to the Resolution specified in the Postal Ballot Notice.
- 4. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company as on the Cut-off Date to cast their vote and transact the matter listed in the Postal Ballot Notice by electronic means. The Company has appointed KFintech for facilitating remote e-voting to enable the Members to cast their votes electronically.
- 5. Members holding shares in dematerialised form are requested to register/update their KYC details including email address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with such other documents as prescribed in the Form to KFintech. Form ISR-1 is available on the website of the Company at https://www.survalakshmi.com/about-us/invest-relations and on the website of KFintech at https://ris.kfintech.com/clientservices/isc/isrforms.aspx.
- 6. The remote e-voting period commences on Saturday, November 16, 2024 at 9:00 a.m. IST and ends on Sunday, December 15, 2024 at 5:00 p.m. IST. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialised form, as on the Cut-off date, being Friday, November 8, 2024, may cast their votes by remote e-voting in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- The voting rights of the Members shall be in proportion to their shares in the total paidup equity share capital of the Company as on the Cut-off date i.e. Friday, November 8, 2024.

- 8. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection by the Members through electronic mode during the remote e-voting period of this Postal Ballot. Members who wish to inspect the documents are requested to send an email to cs@survalakshmi.com mentioning their name, demat account number/folio number.
- 9. The 'instructions for remote e-voting':

Login method for e-voting:

Applicable only for individual members holding securities in Demat

As per the circular of SEBI on e-voting facility provided by Listed Companies dated December 09, 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Individual Members (holding securities in demat mode) login through Depository:

The procedure to login and access remote e-voting, as devised by the Depository, is given below:

NSDL	CDSL
1. Users already registered for IDeAS facility of NSDL may follow the following procedure: 1. Click on URL: https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. Enter your User ID and Password for accessing IDeAS, 4. On successful authentication, you will enter your IDeAS service login. 5. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. 6. Click on "Active e-voting Cycles" option under e-voting. 7. Click on Company	1. Click on URL: www.edslindia.com and click on New System Myeasi 2. Enter your User ID and Password for accessing Easi / Easiest. 3. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

name or e-voting service provider and you will be re- directed to KfinTech website for casting the vote during the remote e-voting period.	
2. Users not registered for IDeAS facility of NSDL may follow the following procedure: 1. To register, click on URL: https://eservices.nsdl.com. 2. Select "Register Online for IDeAS". 3. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. 4. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	
3. Users may directly access the evoting module of NSDL as per the following procedure: 1. Click on URL: https://eservices.nsdl.com 2. Click on the button "Login" available under "Shareholder / Member section". 3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen. 4. On successful authentication, you will enter the e-voting module of	3. Users may directly access the e-voting module of CDSL as per the following procedure; 1. Click on URL: www.cdslindia.com / https://www.evotingin.dia.com. 2. Provide demat account number and PAN. 3. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account. 4. On successful authentication, you will enter the e-voting module of CDSL. 5. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

NSDL.

voting.

5. Click on "Active Evoting Cycles / VC or OAVMs" option under e-

6. Click on Company

name or e-voting service provider and you will be redirected to KfinTech website for casting the vote during the remote e-voting period.

Individual Members (holding securities in demat mode) login through their depository participants.

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFin" and you will be redirected to the e-Voting page of "KFin" to cast your vote without any further authentication.

Important note:

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website.	Contact details in case of technical issue on CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542- 43.

Applicable for non-Individual members and members holding shares in physical form. Login method for non-individual members and members holding shares in physical form are given below:

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email.
 Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:-

For NSDL: 8 character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form:

Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- After entering the details appropriately, click on LOGIN.
- 5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT number of the Company.
- 8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- 10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- 12. Any person who becomes a member of the Company after dispatch of the Notice of the Postal Ballot and holding shares as on the cut-off date i.e. Friday, November 8, 2024 may obtain the user ID and password in the manner as mentioned below:
 - If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD IN12345612345678

Example for CDSL:

MYEPWD 1402345612345678

Example for Physical:

MYEPWD XXXX1234567

 If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

A member may call KFin toll free number 1-800-309-4001

 iv. A member may send an e-mail request to evoting@kfintech.com.

v. If the member is already registered with KFin evoting platform, then he / she can use his / her existing User ID and password for casting the vote through remote e-voting.

13. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFin website for e-voting: https://evoting.kfintech.com or contact "KFin", (Unit: Granules India Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at e-mail Mr. Veeda Raghunath raghu.veedha@kfintech.com
at phone no. 1-800-309-4001 (toll free).

The remote e-voting facility will be available during the following voting period:

Commencement of Remote e-voting	From 9 a.m. (IST) on Saturday, November 16, 2024
End of Remote e-voting	Up to 5 p.m. (IST) on Sunday, December 15, 2024

The remote e-voting module shall be disabled for voting after the expiry of the date and time mentioned above. Once the vote on a resolutions(s) cast by the Member, the Member shall not be allowed to change it subsequently; Members holding shares either in physical form or in dematerialized form and whose name is recorded in the register of Members or in the register of beneficial owners, as on the cut-off date, i.e. Friday, November 8, 2024 ("Eligible Members"), shall be entitled to exercise their right to vote by remote e-voting.

Please read all the instructions carefully before participating in the voting electronically.

Thanking you,

Your's sincerely,

For Suryalakshmi Cotton Mills Limited

Sd/-E. V. S. V. SARMA COMPANY SECRETARY

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE POSTAL BALLOT NOTICE

ITEM NO. 1

Appointment of Dr. Malapally Chowda Reddy Balaji, (DIN: 06964971), aged 57, as an Independent Director with effect from December 16, 2024.

The Board of Directors of Suryalakshmi Cotton Mills Limited ("Company") at its meeting held on November 13, 2024 based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Dr. Malapally Chowda Reddy Balaji, (DIN: 06964971) as an Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from December 16, 2024, subject to the approval of Members.

Dr. M. C. Balaji is a distinguished radiologist with an MBBS degree from Bangalore Medical College (Class of 1992) and an MD in Radiology from Manipal Academy of Higher Education (Class of 1995), where he was awarded a gold medal for his excellence in the field.

Dr. M. C. Balaji is the founding managing partner of Focus Diagnostics in Punjagutta, Hyderabad – a premier diagnostic center specializing in radiology and medical laboratory testing. Under his leadership, Focus Diagnostics has become a leading provider of diagnostic services in Hyderabad, known for its commitment to quality and advanced medical testing.

The profile of Dr. M. C. Balaji pursuant to Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and clause 1.2.5 Secretarial Standard 2 on General Meetings is provided in the Annexure to this Notice.

After reviewing the profile of Dr. M. C. Balaji, the NRC and the Board are of the view that Dr. M. C. Balaji possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with his rich experience will benefit the Company.

The Company has received a declaration from Dr. M. C. Balaji to the effect that he meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b) and other applicable provisions of the Listing Regulations. Dr. M. C. Balaji has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received a notice pursuant to Section 160 of the Act, from a member signifying the intention to propose the appointment of Dr. M. C. Balaji as a Director of the Company.

In the opinion of the Board, Dr. M. C. Balaji is a person of integrity and considering his experience and expertise, recommends his appointment as set out at Item No. 1 of this Notice, for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives except Dr. M. C. Balaji and his relatives, are interested, financially or otherwise, in the Resolution as set out at item no. 1 of this notice. The Board recommends the resolution to the members for their approval and necessary action.

By order of the Board for Suryalakshmi Cotton Mills Limited Sd/-E.V.S.V. SARMA COMPANY SECRETARY

Place : Secunderabad Date: November 14, 2024.

ANNEXURE I TO THE POSTAL BALLOT NOTICE

Details of Directors seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 Secretarial Standard – 2 on General Meetings.

Name of the Director	Dr. Malapally Chowda Reddy Balaji
Director Identification Number	06964971
Date of Birth	04-09-1967
Qualification	MBBS, MD
Expertise in Specific functional areas	Radiology & Medical Diagnostics
Experience	30 years
Directorships held in other companies	1
Chairmanship / Membership of Committees held in other companies	
Relationship with other Directors & KMP	NIL
Number of Equity Shares held in the Company	NIL
Number of Board meetings attended during last Financial Year	NA
Terms & Conditions of Appointment	For a period of 5 years as a Non-Executive Independent Director under Companies Act, 2013.
Details of Remuneration sought to be paid	NIL
Remuneration last drawn by the Director (FY 2023-24)	NA
Name of listed entities from which Director has resigned in the last three years	NIL