

NOTICE

NOTICE is hereby given that the 62nd Annual General Meeting (AGM) of the Members of Suryalakshmi Cotton Mills Limited will be held on Tuesday, 30th September, 2025 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 6th Floor, Surya Towers, 105, S. P. Road, Secunderabad - 500 003 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be held thereat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of Profit and Loss for the year ended 31st March, 2025 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon.
2. To appoint Sri R. Surender Reddy (DIN - 00083972) who retires by rotation as a Director and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM 3: TO APPROVE RE-APPOINTMENT OF SRI PARITOSH AGARWAL (DIN - 00008738) AS A MANAGING DIRECTOR

To consider, and if thought fit, to pass the following resolution with or without modification(s) as a SPECIAL RESOLUTION:

"RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and 152 and other applicable provisions if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of managerial personnel) rules, 2014 read with schedule V thereof as amended upto date, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and Board of the Company, and the consent of the Term Lenders, the consent of the Company be and is hereby accorded to the re-appointment of Sri Paritosh Agarwal (DIN: 00008738), Managing Director for a period of 5 years from 21/06/2025 to 20/06/2030 on the following terms and conditions:

- i. **SALARY:** ₹ 4,50,000/- per month
- ii. **COMMISSION**

At the rate of 2% of the Net Profit of the Company or 50% of annual salary whichever is lower.

iii. PERQUISITES

In addition to the salary and commission as stated above Sri Paritosh Agarwal shall be entitled to the following perquisites.

CATEGORY - A

(i) HOUSING:

Rent free furnished residential accommodation with all facilities and amenities including such services as gas, electricity, water, etc., or HRA to the extent of 30% of the salary.

(ii) MEDICAL REIMBURSEMENT:

Expenses incurred for self and his family subject to a ceiling of one month's salary per year or three months' salary in a period of three years.

(iii) LEAVE TRAVEL CONCESSION:

For self and family once in a year incurred accordance with the Rules of the Company.

iv) CLUB FEES:

Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.

(v) PERSONAL ACCIDENT INSURANCE:

Of an amount the premium of which shall not exceed ₹ 4,000/- per annum.

CATEGORY - B

- (i) Contributions by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.

- (ii) Payment of gratuity subject to an amount equal to half a month's salary for each completed year of service.

CATEGORY - C

- (i) The Company shall provide a Car with driver and a telephone at the residence.

- (ii) Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites."

"RESOLVED FURTHER THAT the appointment of Sri Paritosh Agarwal be subject to retirement by rotation and when reappointed as a Director immediately on retirement by rotation, shall continue to hold his office of Managing Director and such reappointment shall not be deemed to constitute a break in his appointment as Managing Director."

"RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any year Sri Paritosh Agarwal be paid the above remuneration as minimum remuneration subject to provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the terms and conditions of the said appointment be altered or varied by the Board as allowed by the Members so as not to exceed the limits specified in Section 197 read with Schedule V or other applicable provisions, if any, of the Companies Act, 2013 or any other amendments thereto, as may be agreed between the Board and Sri Paritosh Agarwal."

"RESOLVED FURTHER THAT necessary prescribed returns be submitted to the authorities regarding this appointment and any Director of the Company be and are hereby severally authorised to do any acts, deeds or things as may be necessary to give effect to the aforesaid resolutions."

ITEM 4: TO APPOINT THE SECRETARIAL AUDITORS OF THE COMPANY

To consider, and if thought fit, to pass the following resolution with or without modification(s) as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 204 and 179(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s), re-enactment thereof for the time being in force and amended from time to time) and circulars issued thereunder from time to time and based on the recommendation of the Audit Committee

and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of K V C Reddy & Associates, Practicing Company Secretaries (Peer Review Certificate 2301/2022) as the Secretarial Auditors of the Company for a period of 5 consecutive years from the conclusion of the 62nd Annual General Meeting till the conclusion of the 67th Annual General Meeting of the Company to be held in Financial Year 2030 (i.e. for the Financial Year 01/04/2025 - 31/03/2026 to 01/04/2029 - 31/03/2030), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors."

"RESOLVED FURTHER THAT the Board of Directors including its' committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto."

ITEM 5: RATIFICATION OF THE REMUNERATION OF COST AUDITOR

To consider, and if thought fit, to pass the following resolution with or without modification(s) as an ORDINARY RESOLUTION.

"RESOLVED THAT the Company do hereby approve and ratify in terms of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s), re-enactment thereof for the time being in force and amended from time to time), the remuneration of Rs. 1,20,000/- (Rupees One Lakh twenty thousand only) plus out of pocket expenses payable to M/S. S. Hariharan & Associates., (Firm Registration No. 100486), Cost Accountants for the cost audit to be conducted by them of the cost records of the Company for the financial year 2025-26."

By Order of the Board of Directors
for SURYALAKSHMI COTTON MILLS LIMITED

E. V. S. V. SARMA
COMPANY SECRETARY &
COMPLIANCE OFFICER
(M.No.- A5220)

Place : Secunderabad
Date : 27th May, 2025.

NOTES :

1. The register of members and share transfer books will be closed from Tuesday, 23rd September, 2025 to Tuesday, 30th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out the material facts and reasons for the proposed resolutions is annexed to the Notice of the AGM. Further, the relevant details with respect to Director seeking appointment and re-appointment at this AGM are also provided along with the Notice [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India].
3. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars"].
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard-2 Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting along with participating at the AGM through VC/OAVM and e-voting during the AGM is being provided by KFin Technologies Limited ('Kfintech'), the Registrar and Transfer Agent ('RTA') of the Company.
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members from the date of dispatch of this Notice up to the date of AGM before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to cs@suryalakshmi.com from their registered e-mail addresses mentioning their name, folio number/DPID and Client ID and PAN.
7. The Company has appointed Sri K. V. Chalama Reddy (Membership No. FCS 9268) of M/s K V C Reddy & Associates, Practising Company Secretaries, as the Scrutinizer for scrutinizing the entire voting process i.e., remote e-voting and e-voting during the AGM to ensure that the process is carried out in a fair and transparent manner.
8. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Company at e-mail ID: cs@suryalakshmi.com with a copy marked to evoting@kfintech.com.
9. Amount of Un-claimed Dividend for the financial year 2016-17 has been already deposited in the Investors Education and Protection Fund. Subsequently, no dividend has been declared so far.
10. The Company has already transferred 24736 Equity Shares of the Company into the DEMAT Account of the IEPF Authority held with NSDL in terms of the provisions of section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/ unpaid dividend

pertaining to financial year 2016-17 had been transferred into IEPF and who have not encashed their dividends for 7(Seven) subsequent financial years. Concerned Shareholders may still claim the shares or apply for refund to the IEPF Authority in Web Form No. IEPF-5 available on www.iepf.gov.in.

11. In case any Dividend has remained unclaimed for financial years upto 2016-17 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/ emails to this effect to the concerned Shareholders.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

Electronic Dispatch of Annual Report and Process for Registration of Email Id:

13. Pursuant to the provisions of MCA circulars and SEBI circulars, this Notice along with the Annual Report of the Company are being sent through electronic mode to those members whose email addresses are registered with the Company/KFintech/National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories') and whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories.

Members can request for hard copy of the Annual Report & AGM notice by sending a request at cs@suryalakshmi.com and einward.ris@kfintech.com.





14. Members may note that this Notice along with the Annual Report of the Company are available on the website of the Company at <http://www.suryalakshmi.com/investor-overview.aspx>, website of KFin at <https://evoting.kfintech.com> website of the stock exchanges i.e., BSE Limited at <https://www.bseindia.com/> and the National Stock Exchange of India Limited at <https://www.nseindia.com/>.
15. To support the 'Green Initiative', members who have not yet registered their e-mail address are requested to register the same with their Depository Participants ('DP') in case the shares are held in dematerialized form and with the Company/KFintech in case the shares are held in physical form.

Procedure for Remote E-Voting and E-Voting during the AGM:

16. Members are requested to attend and participate at the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during AGM.
17. The remote e-Voting period commences on Thursday, 25th September, 2025 from 9:00 a.m. (IST) and ends on Monday, 29th September, 2025 at 5:00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in demat form, as on Tuesday, 23rd September, 2025 ('Cut-off date') may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
18. The facility of e-voting during the AGM will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the AGM through VC/ OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member cast votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
19. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on all the resolutions set forth in this Notice.
20. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
21. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, 23rd September, 2025.

22. Any person holding shares in physical form and non-individual shareholders, holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with Kfintech for remote e-Voting, they can use their existing user ID and password for voting.
23. The process and manner for remote e-voting and joining and voting at the AGM are explained below:
- Access to Depositories e-voting system in case of individual members holding shares in demat mode;
 - Access to Kfintech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode;
 - Access to join the AGM on Kfintech system to participate and vote during the AGM.

A) Access to Depositories e-voting system in case of individual members holding shares in demat mode:

Type of Members	Login Method
Individual members holding shares of the Company in demat mode with NSDL	<p>1. User already registered under IDeAS facility:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL at https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under 'Login' under IDeAS section. On the new page, enter user ID and password. After successful authentication, please click on 'Access to e-Voting'. Click on the Company name i.e., 'Suryalakshmi Cotton Mills Limited' or ESP, i.e., Kfin. Members will be re-directed to Kfin's website for casting the vote during the remote e-voting period. <p>2. User not registered under IDeAS facility:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. After registration, visit https://www.evoting.nsdl.com/ Once the home page of e-voting is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. Members will have to enter their user ID (i.e. sixteen-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, members will be requested to select the name of the Company i.e., Suryalakshmi Cotton Mills Limited or ESP i.e., KFin after which the members will be redirected to Kfin's website for casting the vote during the remote e-voting period. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 10px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Type of Members	Login Method
Individual members holding shares of the Company in demat mode with CDSL	<p>1. User who have already opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Members are requested to visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. Click on 'New System Myeasi'. Members are requested to login with their registered user ID and password. Members will be able to view the e-voting menu. The menu will have links of KFin's website, which will redirect them to e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered under Easi/Easiest:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/home/login for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit www.cdslindia.com Members are required to provide their demat account number and PAN number. System will authenticate user by sending OTP on their registered mobile & email ID as recorded in the demat account. After successful authentication, members will be provided link for selecting the name of the Company i.e., Suryalakshmi Cotton Mills Limited or for selecting ESP i.e., KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts/ website of Depository Participant	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with NSDL/CDSL for e-voting facility. Once logged-in, members will be able to see e-voting option. After clicking on e-voting option, members will be redirected to NSDL/CDSL website after successful authentication, wherein members will be able to see e-voting feature. Click on options available against the Company's name i.e., Suryalakshmi Cotton Mills Limited or ESP i.e., KFin, and members will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve user ID/password are advised to use 'Forgot user ID' and 'Forgot Password' option available at respective websites.

Helpdesk for individual members holding shares of the Company in demat mode for any technical issues related to login through NSDL/CDSL:

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022-4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 99 11

B) Access to Kfintech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode:

1. Members whose email IDs are registered with the Company/DP(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), user ID and password. The following process shall be followed:

- i. Launch internet browser by typing the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com).
- ii. Enter the login credentials (i.e. user ID and password). Members holding shares in physical mode: user ID will be EVEN, followed by folio number. Members holding shares in demat account: user ID will be DP ID and Client ID. However, if members are already registered with Kfintech for e-voting, they can use their existing user ID and password for voting purpose.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. Members will be required to mandatorily change their 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 to change the password and update the contact details like mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password (if required). It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
- v. Members are required to login again with their new credentials.
- vi. On successful login, the system will prompt to select the 'EVEN' i.e., 'Suryalakshmi Cotton Mills Limited' and click on 'Submit'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under 'FOR/

AGAINST' or alternatively, members may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR/AGAINST' taken together shall not exceed the total shareholding as mentioned herein above. Members may also choose the option 'ABSTAIN'.

If the member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.
- x. Members may then cast their vote by selecting an appropriate option and click on 'Submit'.
- xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- xii. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/ Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Company at e-mail ID: cs@suryalakshmi.com with a copy marked to evoting@kfintech.com. They may also upload the same in the e-voting module in their login page. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name_EVEN'
- xiii. If you have forgotten your password, you can reset your password by using 'Forgot Password' available on <https://evoting.kfintech.com> and following the password reset options provided therein or contact KFINTECH at toll free no.: 1800- 309-4001.

2. Members whose email IDs are not registered with the Company/DP(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. In case shares are held in demat mode, please provide DP Id.-Client Id. (DP Id + Client Id), name, client master or copy of Consolidated Account Statement, self-attested scan copy of PAN card and Aadhar to evoting@kfintech.com.

If you are an individual shareholder holding securities in demat mode, please refer to the login method explained at Note 23(A) i.e. Login method for e-Voting for individual shareholders holding shares in demat mode.

If you are a non-individual shareholder holding securities in demat mode, please refer to the login method explained at Note 23(B) i.e. Login method for e-Voting for non-individual shareholders holding shares in demat mode.

- ii. In case shares are held in physical mode, please provide Folio No., name of shareholder, scan copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhar by email to evoting@kfintech.com.

If you are an individual shareholder holding securities in physical mode, please refer to the login method explained at Note 23(B) i.e. Login method for e-Voting for individual shareholders holding shares in physical mode.

- iii. Alternatively, shareholder may send a request to evoting@kfintech.com for procuring user id and password for e-Voting by providing above mentioned documents. After receiving the e-voting instructions, please follow steps explained at Note 23 to cast your vote by electronic means.

C) Access to join the AGM on Kfintech system to participate and vote during the AGM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in

the email received from the Company/ Kfintech. After logging in, click on the 'Video Conference' tab and select the 'EVEN' of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-voting or have forgotten their user ID and password may retrieve the same by following the remote e-voting instructions mentioned above.

2. Facility for joining this AGM through VC/OAVM shall be open at least 15 minutes before the commencement of the AGM.
3. Members are encouraged to join the AGM through their laptops/desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
4. Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from their mobile devices/tablets/laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
6. Facility of joining the AGM through VC/OAVM shall be available for atleast 2,000 members on first come first served basis.
7. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
8. In case of any query and/or assistance required, relating to attending the AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions ("FAQs") and 'AGM VC/OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Mohammed Shanoor, Assistant Manager, Kfintech at the email ID evoting@kfintech.com or on phone No.: 040-6716 2222 or call Kfintech's toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.

General:

24. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

25. Members holding shares as on the Cut-off date i.e., 23rd September, 2025 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at <https://emeetings.kfintech.com> by clicking on 'Speaker Registration' during the period from 27th September, 2025 (9:00 a.m. IST) up to 28th September, 2025 (5:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Alternatively, members holding shares as on the Cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will open from 28th September, 2025 (9:00 a.m. IST) up to 29th September, 2025 (5:00 p.m. IST).

26. Members whose names appear in the Register of Members / list of Beneficial Owners as on the Cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

27. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the Cutoff date for e-voting, they may obtain the user ID and password in the manner as mentioned below:

- i. 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 <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / 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.
- iii. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the Member. Once the password is received/retrieved by the shareholder, you may kindly follow the instructions as mentioned under Note No. 23 above and cast vote by remote e-voting.
- iv. In case e-mail ID of a Member is not registered with the Depository Participant(s)/ Company/ Kfintech, then such Member is requested to register/update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and with Kfintech in case shares held in physical form.

28. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

29. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. For shares held in electronic mode: to their DPs.
- b. For shares held in physical mode: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act].

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Kfintech's website <https://ris.kfintech.com/#>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

Declaration of Voting Results:

30. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock

the votes cast through remote e-voting and submit, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

31. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at <http://www.suryalakshmi.com/investor-overview.aspx> and on the website of Kfintech at <https://evoting.kfintech.com/> immediately after the declaration of the result by the Chairperson or a person authorised by him in writing. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required under Section 102(1) and other applicable provisions of the Companies Act, 2013, this explanatory statement contains relevant and material information, as detailed here, to enable the Members to consider for approval of the Resolutions below:

ITEM NO. 3: TO APPROVE RE-APPOINTMENT OF SRI. PARITOSH AGARWAL AS A MANAGING DIRECTOR.

Sri Paritosh Agarwal (DIN: 00008738) was re-appointed as Managing Director for a period of 5 years w.e.f. 21/06/2025 on a remuneration of Rs. 4.5 lakhs p.m. plus Commission @ 2% of Net profit or 50% annual salary whichever is lower and other perquisites. His term of appointment comes to an end on 20th June, 2025 and the Nomination and Remuneration Committee has recommended his reappointment as Managing Director for a period of 5 years at the above remuneration subject to the approval of the Members in the General Meeting.

Sri Paritosh Agarwal, aged 52, a Graduate, is the Managing Director of the Company (first appointment to the Board on 06/09/1994). He has adequate exposure in all the aspects of textile industry having acquired hands on experience in marketing, exports and production in the group Companies. He played a major role in setting up the Denim Division and building up the export business of the Company and has extensively travelled abroad and acquired deep knowledge of the International Markets.

The terms and conditions of appointment of Sri Paritosh Agarwal shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Except Sri L. N. Agarwal and Sri Paritosh Agarwal, no other Director / Key Managerial Personnel / their relatives is interested in the resolution.

Name of the other Companies in which he is a Director/ Chairman - NIL.

No. of shares held by Sri Paritosh Agarwal as on 31/03/2025 in the Company is -1971272.

The Board recommends the special resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 4: TO APPOINT THE SECRETARIAL AUDITORS OF THE COMPANY

The Board of Directors has, based on the recommendation of the Audit Committee and subject to approval of the shareholders, appointed M/s. K V C Reddy & Associates Practicing Company Secretaries (Peer Review Certificate 2301/2022) as the Secretarial Auditors of the Company for a period of 5 consecutive years from the conclusion of the 62nd Annual General Meeting till the conclusion of the 67th Annual General Meeting of the Company to be held in Financial Year 2030 (i.e. for the Financial Year 01/04/2025 – 31/03/2026 to 01/04/2029 - 31/03/2030).

Rationale for appointment

K V C Reddy & Associates was established in the Year 2003, the firm is a Peer Review certified firm of Company Secretaries.

Sri K. V. Chalama Reddy has been associated with the Company for several years as a Secretarial Auditor and has been the scrutinizer at the Annual General Meetings of the Company and has sufficient expertise in discharging his functions.

M/s. K V C Reddy & Associates have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under section 204 of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as secretarial auditors in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable Regulations.

In view of their qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s. K V C Reddy & Associates as Secretarial Auditors of the Company.

The remuneration payable to M/s. K V C Reddy & Associates for the financial year ending 31/03/2026 and thereafter will be as mutually agreed between Board of Directors and Secretarial Auditor.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends the ordinary resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 5: RATIFICATION OF THE REMUNERATION OF COST AUDITOR

Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditors) Rules, 2014 provides for the appointment and the remuneration of the Cost Auditor for the audit of the cost records of the company by the Board and the ratification of the remuneration of the Cost Auditor by the members of the company. The appointment of M/s. S. Hariharan & Associates, has been approved by Board of Directors as Cost Auditor for carrying out cost audit for the year 2025-26 on a remuneration of ₹ 1,20,000/- plus out of pocket expenses. The ratification by the members to this remuneration is being sought in this resolution. The Board recommends the resolution for the approval of the members.

None of the Directors / Key Managerial Personnel / their relatives of the Company is interested in this resolution.

By Order of the Board of Directors
For SURYALAKSHMI COTTON MILLS LIMITED

Place: Secunderabad

Date: 27th May, 2025.

E. V. S. V. SARMA
COMPANY SECRETARY &
COMPLIANCE OFFICER
(M.No.- A5220)

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	Sri Paritosh Agarwal	Sri R. Surender Reddy
Director Identification Number	00008738	00083972
Date of Birth and Age	18/03/1973 and 52 years	10/10/1931 and 93 years
Qualification	Graduate	BA
Expertise in Specific functional areas and Brief Resume	Mr. Paritosh was actively involved in setting up the 10 million meters Denim plant at Ramtek [Maharashtra] in 1997 and at present the capacity of the plant is 40 million meters. Mr. Paritosh has vast experience in developing export business, having handled the function in the group companies also and in building up the export business for yarn and fabric segments of Suryalakshmi and in establishing a brand equity for Suryalakshmi in the export market. Has travelled extensively to all the foreign countries on business promotion visits. The Company caters to reputed brands like WalMart, Amazon, Levi's and Kontoor among others.	Sri R. Surender Reddy, aged 93 years, a well-known personality of Telangana, has wide experience in business and Politics. He was a Member of Parliament for four terms and was also Member of legislative Assembly (Andhra Pradesh) for four terms. He was also on the Board of Andhra Bank (Presently known as Union Bank of India) and A.P State Financial Corporation. He has been Chairman of Hyderabad Race Club for several years. He has expertise in Leadership and General Management, Strategic and Business Planning, Accounting and Finance; Compliance and Risk Management.
Experience	30 years	60 years
Directorships held in other companies	Nil	Listed Companies - Nil Other Companies: 1. HRC Recreation Chambers 2. Hyderabad Race club
Chairmanship /Membership of Committees held in other companies	Nil	Audit Committee: 1. Hyderabad Race Club, Chairman
Relationship with other Directors & KMP	Yes, Son of Sri L.N. Agarwal, Chairman and Managing Director of the Company	None
Number of Equity Shares held in the Company	1971272	28000
Number of Board meetings attended during last Financial Year	4	3
Terms & Conditions of Appointment or Re-appointment	As per the resolution set out at Item No. 3 of the Notice read with explanatory statement	Re-appointment upon retirement by rotation and the terms remain same as per member's approval dated 22/08/2024 for holding the position of Director of the Company
Details of Remuneration sought to be paid	As mentioned in the resolution set out at Item No. 3 of the Notice read with explanatory statement	Not Applicable
Remuneration last drawn by the Director (FY 2024-25)	Rs. 74.74 Lakhs	Sitting Fees Paid Rs. 0.23 Lakhs
Name of listed entities from which Director has resigned in the past three years	None	1. Suryalata Spinning Mills Limited 2. Surana Solar Limited 3. Lakshmi Finance & Industrial Corporation Limited 4. Bhagyanagar India Limited
Date of first appointment on the Board	06/09/1994	24/05/2024

[illegible]

[illegible]



SURYALAKSHMI COTTON MILLS LIMITED

105, 6th Floor, Surya Towers, S.P. Road

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(CIN: L17120TG1962PLC000923)

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