

NOTICE

NOTICE is hereby given that the 57th Annual General Meeting of the Members of Suryalakshmi Cotton Mills Limited will be held on Saturday, the 31st October, 2020 at 10.30 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 made thereat, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited statement of Profit and Loss for the year ended 31st March, 2020 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon.
- To appoint a Director in place of Smt. Padmini Agarwal, Wholetime Director (DIN : 01652449) who retires by rotation and who, being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

- 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, 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 21/06/2020 to 20/06/2025 on the following terms and conditions:

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

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

- 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

- Contributions by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
- Payment of gratuity subject to an amount equal to half a month's salary for each completed year of service.

CATEGORY - C

- The Company shall provide a Car with driver and a telephone at the residence.
- 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 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.”

Item 4: TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 149 & 152 and Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with SEBI (LODR) Regulations, 2015, Sri R.S.Agarwal (DIN: 00012594), aged 77 years, who has submitted a declaration confirming his compliance with the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Listing Regulations, as amended from time to time and who is eligible for reappointment for a second term under the provisions of Companies Act, 2013 and the Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director pursuant to Section 160 of the Companies Act, 2013 as an Independent Non-Executive Director of the Company, be and is hereby reappointed as an Independent Director for a second term of five consecutive years from 29/07/2020.

“RESOLVED FURTHER THAT Sri R.S.Agarwal, as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.”

Item 5: TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 149 & 152 and Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with SEBI (LODR) Regulations, 2015, Sri Navrang Lal Tibrewal, aged 83 years (DIN: 00030151), who has submitted a declaration confirming his compliance with the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Listing Regulations, as amended from time to time and who is eligible for reappointment for a second term under the provisions of Companies Act, 2013 and the Rules made there under and Listing Regulations and

in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director pursuant to Section 160 of the Companies Act, 2013 as an Independent Non-Executive Director of the Company, be and is hereby re-appointed as an Independent Director for a second term of five consecutive years from the 29/07/2020.

“RESOLVED FURTHER THAT Sri Navrang Lal Tibrewal, as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.”

Item No.6 : TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum & Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned statutory authorities and the Company's Bankers, and subject to such terms and conditions as may be imposed by them, Consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include Committee[s] thereof) to sell the Plant & Machinery of Power Plant located in the Company's Denim Division at Ramtek, Maharashtra to any prospective Buyer(s) at such price(s) as may be negotiated and on such terms and conditions as the Board of Directors may think proper and beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary, incidental or ancillary to the sale of the Property without further reference to the Members of the Company, including finalizing the terms and conditions, methods and modes of payment in respect thereof, and finalising and executing necessary documents including agreements, deeds of assignment, conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate to give effect to this Resolution.

“RESOLVED FURTHER THAT the Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required or as necessary in the matter for making submissions at Stock Exchanges, Registrar of Companies and all other authorities in this regard.”

Item 7: TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** the Company do hereby approve in terms of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration of ₹.80,000/- (Rupees Eighty Thousand only) plus out of pocket expenses payable to M/s Aruna Prasad & Co., (Firm Registration No. 100883),

Cost Accountants for the cost audit to be conducted by them of the cost records of the Company for the financial year 2020-21.”

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

Place :Secunderabad
Date : 27th June, 2020.

E.V.S.V.SARMA
COMPANY SECRETARY

Notes:

1. The register of members and share transfer books will be closed from Saturday, 24th October, 2020 to Saturday, 31st October, 2020 (both days inclusive) for the purpose of Annual General Meeting.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through two way Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue and accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
4. **The facility for appointment of proxies will therefore not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. Institutional / Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the M/s. KFin Technologies Private Limited (Kfintech) the Registrar and Transfer Agents, by email through its registered email address to evoting@kfintech.com
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.suryalakshmi, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfintech at www.kfintech.com.
8. The Notice calling the AGM has been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab. The complete Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting@kfintech.com.
9. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Company has engaged the services of M/s. KFin Technologies Private Limited, Registrar and Transfer Agent as the authorised agency (Kfintech) for conducting of the e-AGM and providing e-voting facility.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations,

2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8 April, 2020, 13 April, 2020 and 5th May, 2020 the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

12. The recorded transcript of the forthcoming AGM on 31st October, 2020, shall also be made available on the website of the Company www.suryalakshmi.com in the Investor Relations Section, as soon as possible after the Meeting is over.
13. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
14. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the Bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Karvy Fintech Private Limited in case the shares are held by them in physical form.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company or Karvy Fintech Private Limited for assistance in this regard.
17. The Companies Act, 2013 provides for the facility of nomination to the members in a Company. Accordingly, members can avail the facility of nomination in respect of their shares held either singly or jointly. Members desiring to avail this facility are requested to fill up the prescribed nomination form and

send the same to Registered Office of the Company. The forms are available at the Registered Office.

18. During the year, amount of Un-claimed Dividend for the financial year 2011-12 has been deposited in the Investors Education and Protection Fund. Further, amount of Unclaimed Final Dividend for financial year 2012-13 is due for deposit to the Investors Education and Protection Fund on 3rd November, 2020.
19. The Company also transferred 5381 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 2011-12 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

20. In case the Dividend has remained unclaimed in respect of financial year 2012-13 to 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.
21. 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.
22. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.

A. Instructions for attending the AGM:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://ris.kfintech.com/vc/login2vc.aspx> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the

User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.

2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves at <https://ris.kfintech.com/agmvcspeakerregistration>. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
3. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
4. Members who need technical assistance before or during the AGM, can contact Kfintech at <https://ris.kfintech.com/agmq/agmq/login.aspx>.
3. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
4. The procedure and instructions for e-voting are as follows:
 - a. Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
 - b. Enter the login credentials (i.e., userid and password) mentioned in the communication. Your Folio No. / DP ID No. / Client ID No. will be your User- ID. 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
 - c. After entering these details appropriately, click on "LOGIN".
 - d. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$, etc.). Kindly note that this password can be used by the Demat holders for votings in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Kfintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Instructions for e-voting

1. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, 23rd October, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 9.00 A.M. (IST) on Monday, 26th October, 2020 to 5.00 P.M. (IST) on Friday, 30th October, 2020. At the end of Remote e-voting period, the facility shall forthwith be blocked.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- e. You need to login again with the new credentials.
 - f. On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.
 - g. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
 - h. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
 - i. After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - j. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
5. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com' (Details are given in point 4 above). The file / scanned image of the Board Resolution / authority letter should be in the format viz. 'Corporate Name Event no.'
 6. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Friday, 23rd October, 2020.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
 7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an

event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://evoting.karvy.com/> to reset the password.

8. The Board of Directors have appointed Sri K.V.Chalama Reddy, Practising Company Secretary or in as the Scrutiniser to scrutinise the voting process in a fair and transparent manner

The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.suryalakshmi.com and also on the website of Kfintech at <https://evoting.karvy.com/>.

9. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Kfintech's website <https://evoting.karvy.com> or contact toll free no. 1800 4250 999.

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

Item No.2 - Reappointment of Smt. Padmini Agarwal, Whole-time Director.

Smt. Padmini Agarwal (DIN : 01652449) will retire at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Smt. Padmini Agarwal (DIN : 01652449) w/o Sri Paritosh Agarwal, Managing Director, aged 45 years, is a graduate and appointed as Wholetime Director for a period of 5 years w.e.f. 27th May, 2019 to 26th May, 2024. She has been actively involved in managing day-to-day operations and marketing of the Garments division.

No. of shares held by Smt. Padmini Agarwal as on 31st March, 2020 in the Company - 971815

Names of the other Companies in which she is a Director : NIL

Sri L.N.Agarwal, Sri Paritosh K.Agarwal and Smt. Padmini Agarwal are interested in this matter.

No other Director / Key Managerial Personnel / their relatives are interested in the resolution.

The Board recommends this item for members' approval.

ITEM NO.3: REAPPOINTMENT OF SRI PARITOSH AGARWAL, MANAGING DIRECTOR

Sri Paritosh Agarwal (DIN :00008738) was appointed as Managing Director for a period of 5 years w.e.f. 21/06/2015 on a remuneration of ₹.3.5 lakhs p.m. plus Commission @ 1% and other perquisites. His remuneration was revised to ₹.4.5 lakhs p.m. plus Commission @ 2% or 50% annual salary whichever is lower and other perquisites from 25/05/2016. His term of appointment came to an end on 20th June, 2020 and the Nomination and Remuneration Committee has recommended his reappointment as Managing Director for a period of 5 years, at the remuneration of ₹.4,50,000/- p.m. plus Commission at 2% or 50% annual salary whichever is lower and other perquisites w.e.f. 21/06/2020, subject to the approval of the Members in the General meeting and also of the financial institutions.

Sri Paritosh Agarwal, aged 47, a Graduate, is the Managing Director of the Company (first appointment to the Board on 06/09/1994). He has vast 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 traveled abroad and acquired deep knowledge of the International Markets.

One of the amendments made by SEBI to its Listing Obligations and Disclosure Requirements Regulations, 2015 requires the approval of members by way of a Special Resolution for the payment of remuneration to the Executive Directors of the Company in excess of 5% net profits of the Listed Company (where there is more than one Executive Director).

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, Sri Paritosh Agarwal and Smt. Padmini 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 31/03/2020 in the Company is -1478472.

Item No.4**Reappointment of Sri R.S.Agarwal as an Independent Director for a second term of 5 years.**

Sri R.S.Agarwal (DIN: 00012594), B.Sc., B.E. (Chemical Engineering) started his career in 1965 and after serving

in various capacities with a leading paper mill of Northern India for nine years and with Industrial Development Bank of India (IDBI) for 28 years, retired as Executive Director of IDBI.

The present tenure of Sri R.S.Agarwal comes to an end on 28/07/2020. Based on the recommendation of the members of the Nomination Remuneration Committee, the Board in its meeting held on 27/06/2020 reappointed him as an Independent Director for a period of 5 years from 29/07/2020, subject to the approval of the members of the Company in the ensuing Annual General Meeting.

In the opinion of Board of Directors, Sri R.S.Agarwal satisfies the conditions prescribed in the Act and the Corporate Governance norms for Reappointment as an Independent Director for a second term of 5 years from 29/07/2020 to 28/07/2025 and the Board recommends his reappointment to the members of the Company.

Names of the other Companies in which he is a Director.

1. The Ramco Industries Limited
2. The Ramco Cement Limited
3. Ramco Systems Limited
4. GVK Jaipur Expressway (P) Ltd.

No. of shares held by Sri R.S.Agarwal as on 31/03/2020 in the Company is NIL.

Except Sri R.S.Agarwal, no other Director / Key Managerial Personnel / their relatives is interested in the resolution.

Item No.5**Reappointment of Sri Navrang Lal Tibrewal as an Independent Director for a second term of 5 years.**

Sri Navrang Lal Tibrewal (DIN :00030151) is an Advocate by profession and was appointed as a Judge of the Rajasthan High Court in 1990. He was appointed as the acting Chief Justice of Rajasthan High Court in May, 1998 and was subsequently appointed as the Governor of Rajasthan and he retired as such in January, 1999.

The present tenure of Sri Navrang Lal Tibrewal comes to an end on 28/07/2020. Based on the recommendation of the members of the Nomination Remuneration Committee, the Board in its meeting held on 27/06/2020 reappointed him as an Independent Director for a period of 5 years from 29/07/2020, subject to the approval of the members of the Company in the ensuing Annual General Meeting.

In the opinion of Board of Directors, Sri Navrang Lal Tibrewal satisfies the conditions prescribed in the Act and the Corporate Governance norms for Reappointment as an Independent Director for a second term of 5 years from

29/07/2020 to 28/07/2025 and the Board recommends his reappointment to the members of the Company.

Names of the other Companies in which he is a Director:
NIL

No. of shares held by Sri Navrang Lal Tibrewal as on 31/03/2020 in the Company is NIL.

Except Sri Navrang Lal Tibrewal, no other Director / Key Managerial Personnel / their relatives is interested in the resolution.

Item No.6.

TO CONSIDER THE SALE OF PLANT & MACHINERY OF THE POWER PLANT.

The operations for the Company's Captive Power Plant in the Denim Division at Ramtek had become unviable ever since the levy of high cross subsidy rates in Maharashtra. Further in view of subsidy provided by the State Government of Maharashtra to textile units, grid power is cheaper than the generated power and the Company has therefore not been operating the power plant and has been drawing power from the grid. On a further review of all the factors and in view of authorization of Board of Directors in the Board Meeting held on 14/08/2019, it has been decided by the management that it is most beneficial for the Company to close down the power plant. The necessary permissions were received from MS&EDCL and the statutory notices under the relevant industrial relations law of the State Government, and the workers and others have been served statutory notices about the closure of the Unit with effect from 01/11/2019.

The Board has therefore at its meeting held on 27/06/2020 approved a proposal subject to the approval of Members and other statutory approvals to dispose of the Plant and Machinery of the Power Plant Unit in the best interests of all the stake holders following due process of the Law and Corporate governance norms.

Pursuant to the provisions of Sections 180(1)(a) of the Companies Act, 2013 the sale, transfer or disposal of an

undertaking requires the approval of the Members by Special Resolution

As the Company provides its members the facility of exercising their right to vote by electronic means, as required by Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, this item is being transacted at this General Meeting instead of through a Postal Ballot.

None of the Directors, Key Managerial Personnel of Company and their relatives is in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No.6 of the Notice.

The Board recommends the resolution as set out at Item No.6 of the Notice for approval by the shareholders.

Item No.7

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 remuneration of the Cost Auditor is to be ratified by the members of the company. The appointment of M/S. Aruna Prasad & Co., has been approved by Board of Directors as Cost Auditor for carrying out cost audit for the year 2020-21 on a remuneration of ₹.80,000/- 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 June, 2020.

E.V.S.V.SARMA
COMPANY SECRETARY

ATTENTION SHAREHOLDERS !!

Reg.: 1. Mandatory updation of PAN and Bank details against your holding 2. Request for dematerializing the shares held by you

Pursuant to SEBI circular dated 20th April, 2018, shareholders whose ledger folios do not have or having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the details to the RTA/to the company for registration in the folio.

ACTION REQUIRED FROM YOU

You are requested to submit the following to update the records.

- Enclosed format duly filled in and signed by all the shareholders
- Self-attested copy of Pan Card of all the holders
- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book first page)
- Address proof (self-attested Aadhaar-card)

Please note that under the amended SEBI (LODR) Regulations effective from April 1, 2019 it has been mandated that **“transfer of securities shall not be processed unless they are held in the dematerialized form with a depository”**

In this regard, we advise you to get your shares dematerialized, if held in physical form, at the earliest possible, as here after no transfer of shares held in physical form will be processed. You may write to us at our e-mail id: einward.ris@karvycom to know the detailed procedure for dematerialization of the shares

Note: In case you have already updated PAN / BANK details please ignore this.

For any queries or any assistance in this regard, please contact;

Suryalakshmi Cotton Mills Limited
6th Floor, Surya Towers,
105, S.P. Road,
Secunderabad - 500 003.
Ph: 040-27885200
Email : cs@suryalakshmi.com

M/s Kfintech Technologies Pvt. Ltd.
Unit : SuryalakshmiCottton Mills Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad - 500 032
Toll Free No.: 1800-3454-001
Email : einward.ris@kfintech.com

National ECS / Electronic Clearing Service (ECS) for Payment of Dividend

To the shareholders,

The Company has introduced NECS / Electronic clearing Service (ECS) for payment of dividend. This would facilitate shareholders to obtain the dividend electronically and the payment would consequently be faster and loss of dividend instrument in postal transit would be eliminated.

Under this method, the Company would issue payment instructions to the Clearing House of Reserve Bank of India through the bankers of the Company. The clearing House would furnish to the service branches of the destination banks branch wise credit reports indicating the beneficiary details such as names of the branches where the accounts are maintained, the names of the beneficiaries account type, account numbers and the respective amounts. The service branch would in turn pass on the advices to the concerned branches of their bank, which would credit the beneficiary's accounts on the appointed date. An advice of remittance would be sent by the Company to the shareholders opting for electronic transfer.

Considering the benefits derived in NECS/ECS for payment of dividend, shareholders are advised to avail this facility. Securities & Exchange Board of India and the Ministry of Corporate Affairs, Government of India, have made it mandatory on the part of the companies to offer NECS/ECS facility, wherever the said facility is available.

Presently, NECS/ECS facility is available at several centres and the shareholders are requested to contact their concerned Bank Branches for further details.

Shareholders holding shares in physical form wishing to participate in this scheme may please fill in the NECS/ECS Mandate Form printed overleaf in legible English, sign and return the same to the Company immediately at its Registered Office /Registrar & Transfer Agent. Please note that the information provided by you should be accurate and complete in all respects and duly certified by your bankers. In lieu of the bank certification, you may attach a blank cancelled cheque or a photocopy of a cheque for verification of the particulars provided by you in the NECS/ECS Mandate Form.

The shareholders holding shares in electronic form in the depository system are requested to forward the NECS/ECS particulars to their depository participant for incorporation in their records. The depository would forward the required information to the Company at the time of payment of Dividend. In case you require any clarification /assistance, please feel free to contact the Company.

E.V.S.V.SARMA
COMPANY SECRETARY

SURYALAKSHMI COTTON MILLS LIMITED

Registered Office : 105, 6th Floor, Surya Towers, S.P. Road, Secunderabad 500 003.

(CIN : L17120TG1962PLC000923)

Website : www.suryalakshmi.com. Email :- slcmltd@suryalakshmi.com,

Ph.no.040-27885200, 27819856, 27846854

ECS Mandate

Suryalakshmi Cotton Mills Limited

Name of the first / sole shareholder :

Ledger folio No. / Client ID :

Particulars of bank account of first / sole shareholder

Name of the Bank :

Name of the Branch :

Bank Branch Address :

9 digit code number of the Bank and Branch

as appearing on the MICR cheque issued by the Bank :

Type of Account

Savings

Current

Cash Credit

Account No. (as appearing on the Cheque Book) :

Ledger No. /Ledger Folio No. (If appearing on the Cheque Book / Pass Book):

In lieu of the bank certificates to be obtained as under, please attach a blank cancelled cheque or a photocopy of a cheque issued to you by your Banker, for verification of the particulars provided herein.

Effective Date

I hereby, declare that the particulars given above are correct and complete. I undertake to inform you promptly any subsequent changes in the above particulars. If the payment transaction is delayed or not effected at all for reasons of incomplete or incorrect information or beyond the control of the Company, I will not hold Suryalakshmi Cotton Mills Limited responsible. I have read the option invitation letter and agree to discharge the responsibility expected of me as a participant under the Scheme.

Place :

(*as per specimen signature)

Signature of the shareholder*

BANKERS' CERTIFICATION

Certified that the particulars furnished above are correct as per our records.

