



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.040-30571600, 27819856, Fax : 040-27846854

Notice

Notice is hereby given that the 54th Annual General Meeting of the Members of Suryalakshmi Cotton Mills Limited will be held on Monday, 28th August, 2017 at 10.30 A.M. at Rajdhani Hall, 1st Floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S.D.Road, Secunderabad – 500 003 to transact the following business.

Ordinary Business

1. To receive, consider and adopt the audited statement of Profit and Loss for the year ended 31st March, 2017 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the year ended 31st March, 2017.
3. To declare dividend on preference shares of the Company for the year ended 31st March, 2017.
4. To appoint a Director in place of Sri Paritosh K.Agarwal (DIN:0008738) who retires by rotation and who, being eligible, offers himself for re-appointment.
5. **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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. K.S.Rao & Co., Chartered Accountants, Hyderabad, (ICAI Firm Regn. No.003109S) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Brahmayya & Co., Hyderabad (ICAI Firm Regn. No.000513S) whose tenure expires at this Annual General Meeting, at such remuneration plus reimbursement of out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"RESOLVED FURTHER THAT M/s. K.S.Rao & Co., Chartered Accountants, shall hold office for the period of five years from the conclusion of this Fifty Fourth Annual General Meeting of the Company till the conclusion of Fifty Ninth Annual General Meeting

of the Company (subject to ratification of the appointment by members at every Annual General Meeting held after this Annual General Meeting)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Special Business:

Item No. 6: 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 in terms of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration of ₹70,000/- (Rupees Seventy Thousand only) plus out of pocket expenses payable to Ms. Aruna Prasad (Membership No. 11816) for the cost audit to be conducted by her of the cost records of the Company for the financial year 2017-18:

Item No.7: 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 provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", and shall include any of its Committees) is authorized to accept as it may deem fit, the Article 265 of the Articles of Association of the Company be altered and substituted by the following new Article:

Article 265

The Managing Director so appointed under Article 263 shall whilst holding such office be liable to be taken into account in determining the requirement for retirement of Directors by rotation and

his office shall be subject to retirement by rotation and when reappointed as 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 the Board of Directors and/or Company Secretary of the company be and are hereby authorized to do all acts, deeds, things, and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No.8: To consider, and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

(A)

“RESOLVED THAT the Company do hereby approve and ratify in terms of Section 180 and other applicable provisions if any, of the Companies Act, 2013, the mortgaging / charging by the Board of Directors of the Company (hereinafter referred to as Board) of immovable properties of the Company situated at Plot No.T-3, Additional Amravati Industrial Area (Textile Zone), Amravati, Maharashtra in favour of Lakshmi Vilas Bank (LVB) and IDBI Bank Limited (IDBI) to secure the working capital facilities of ₹1502 lakhs sanctioned by LVB and additional working capital assistance of ₹450 lakhs sanctioned by IDBI on SECOND CHARGE basis with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, cost, charges, expenses and other monies, payable by the Company vide its loan agreement(s) entered into by the Company.

Provided that the above mortgage shall secure all the term loans sanctioned by the term lenders on FIRST CHARGE paripassu basis.

Provided further that the above mortgage on second charge basis in favour of LVB and IDBI shall rank paripassu with the charges created / to be created on pari-passu basis in favour of the Bankers for working capital facilities.

“RESOLVED FURTHER THAT the company do hereby confirm and ratify the execution of the documents for creation of aforesaid mortgage / charge.”

(B)

“RESOLVED THAT the Company do hereby approve in terms of Section 180 and other applicable provisions if any, of the Companies Act, 2013 the mortgaging and/or charging by the Board of Directors (“Board”) of the Company of all the movable and immovable properties of the Company where so ever situate, present and future, of the whole of the undertakings of the Company on FIRST CHARGE BASIS and on the entire current assets of the Company on SECOND CHARGE BASIS together with power to take over the management of the business and concern of the Company in certain events to or in favour of :

Lakshmi Vilas Bank (LVB) to secure its term loan of ₹9.17 Crores;

With interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, cost, charges, expenses and other monies, payable by the Company vide its loan agreement(s) entered/to be entered into by the Company.

Provided that the above mortgage/charge on first charge basis and on second charge basis in favour of LVB shall rank paripassu with the mortgages and or charges already created/to be created by the company to secure the term loans sanctioned/to be sanctioned by LVB Bank.”

“RESOLVED FURTHER THAT the Company do hereby authorise the Board to take all necessary steps for the execution of the documents for creation of the aforesaid mortgage/charge”.

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

Place: Secunderabad
Date : 13th May, 2017

E.V.S.V. SARMA
COMPANY SECRETARY

Notes:

1. The register of members and share transfer books will be closed from 22nd August, 2017 to 28th August, 2017 (both days inclusive) for the purpose of Annual General Meeting and Dividend.
2. A member entitled to attend the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
4. The shareholders desiring any further information as regards the accounts are requested to write to the Company so as to reach it at least one week prior to the date of the meeting for consideration of the management to deal at the meeting
5. (i) Unclaimed dividends of the following years will be transferred to the Investor Education & Protection Fund set up by the Central Government on the dates mentioned against them:

A member holding more than 10% of the total share capital may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.

For the Financial Year	Date of Declaration	Due for transfer on
2009 - 2010	29/09/2010	05/11/2017
2010 - 2011	28/01/2011	06/03/2018
2010 - 2011	29/09/2011	05/11/2018
2011 - 2012	29/09/2012	05/11/2019
2012 - 2013	28/09/2013	04/11/2020
2013 - 2014	04/08/2014	10/09/2021
2014 - 2015	29/07/2015	04/09/2022
2015 - 2016	28/07/2016	03/09/2023

Members who have not encashed their dividend warrants pertaining to the above years may have their warrants revalidated by sending them to the Registered Office of the Company.

The details of unpaid and unclaimed dividend warrants lying with the Company as on date of last AGM, i.e. 28/07/2016 are available on the Company's website (www.suryalakshmi.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

- (ii) Pursuant to the provisions of Section 124 and 125 of the Companies Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account after complying with the procedure laid down under the "Rules".

The Company has initiated the process for transfer of shares underlying the unclaimed dividend pending clarification from the MCA in compliance with the aforesaid "Rules".

Members are requested to take note of the aforesaid newly notified sections of the Companies Act, 2013 and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF.

The shares transferred to the IEPF can be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the "Rules".

6. **E-Voting** : The instructions for e-voting are as under: In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice.
 - A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participants]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., Suryalakshmi Cotton Mills Limited.
- 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, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder 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. Shareholders 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 you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your 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 you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email kvcr133@gmail.com with a copy marked to evoting@karvy.com.

The scanned image of the above mentioned documents should be in the naming format "Suryalakshmi Cotton Mills Limited 54th Annual General Meeting".

- xiii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., August 21, 2017, may obtain the login ID and password by sending a request at evoting@karvy.com
- B. (1) In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants]
- (i) E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
 - (ii) Please follow all steps from Sl. Nos.(i) to (xii) above to cast your vote by electronic means.
- (2) In case of voting by using Ballot Forms
- (i) In terms of Companies Act, 2013 read with relevant rules, the Company, in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Forms along with Notice.
 - (ii) A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Mr. K.V.Chalama Reddy, Practising Company Secretary, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted at the Registered Office of the Company.
 - iii) Please convey your assent in Column "FOR" and dissent in the column "AGAINST" by placing a tick (v) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
 - (iv) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before 27th August, 2017 (5.00 p.m. IST). The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.
 - (v) Unsigned / incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final

- (vi) A Member may request for duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on cs@suryalakshmi.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than Sunday, 27th August, 2017 (5.00 p.m. IST).
- (vii) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by Ballot shall be treated as invalid. Members who have cast their votes by e-voting prior to the meeting may also attend the general meeting, however those members are not entitled to cast their vote again in the general meeting.
- (viii) The right of voting by Ballot Form shall not be exercised by a proxy.
- (ix) To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the company (i.e. M/s. Karvy Computershare Pvt. Ltd.). Members are requested to keep the same updated.
- (x) There will be only one Ballot Form for every Folio/ DP ID/CLIENT ID irrespective of the number of joint members.
- (xi) In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the company and the company shall not entertain any objection on such Ballot Form signed by other joint holders.
- (xii) Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc., a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
- (xiii) Instructions for e-voting procedure are also available on the website of the company, www.suryalakshmi.com and <https://evoting.karvy.com>. For further details members are requested to refer the same .

- (3) Voting at AGM: The members who have not cast their vote either electronically or through Ballot Form, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call Karvy on Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The e-voting period commences on Thursday, 24th August, 2017 (9.00 a.m. IST) and ends on Sunday, 27th August, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., August 21, 2017, may cast their vote electronically in the manner and process set out herein above. The 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.
- iv. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date August 21, 2017.
- v. The Board of Directors has appointed Mr. K.V.Chalama Reddy (Membership No.13951 and C.P.No.5451), Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- vii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- viii. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.suryalakshmi.com and on the website of

KARVY <https://evoting.karvy.com>, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

7. 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 Regd. Office.
8. The shares of the Company continue to be listed on the BSE Ltd and on the National Stock Exchange and the Company have paid upto date all the listing fees to these exchanges.
9. Members are requested to notify immediately any change in their addresses to the Company
10. The members are requested to bring their copy of the Annual Report with them at the time of attending Annual General Meeting.
11. A route map showing directions to reach the venue of the 54th AGM is given at the end of the Notice.

Statement annexed to the Notice pursuant to section 102 of the Companies Act, 2013

Item No. 4

Re-appointment of Sri Paritosh K. Agarwal

Sri Paritosh K. Agarwal (DIN No. 00008728) will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Sri Paritosh K. Agarwal, aged 44, 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 traveled abroad and acquired deep knowledge of the International Markets.

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

No. of shares held by Sri Paritosh Agarwal as on 31/03/2017 in the Company is 1478472.

Item No. 5

Appointment of Statutory Auditor

M/s. Brahmayya & Co., Chartered Accountants, Hyderabad have been the Statutory Auditors of the Company for the past several years and were last reappointed by the members at the Fifty Third Annual General held on 28/07/2016.

As per the provisions of the Companies Act, 2013 ("the Act"), no listed Company shall appoint an Audit Firm (including its affiliate firms) as Auditors for more than two terms of five consecutive years. The Act also provided for a transition period of three years from the commencement of the Act i.e., 1ST April, 2014.

Accordingly, the term of the present Auditors, M/s. Brahmayya & Co., Chartered Accountants expires at the conclusion of this Annual General Meeting. The Audit Committee and the Board of Directors place on record their appreciation for the professional services rendered by M/s. Brahmayya & Co., during their association with the Company as its Auditors.

For the purpose of appointment of new Auditors, the Audit Committee along with the Management invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The Committee considered various parameters such as reputation of the firm, knowledge and experience of the partners, understanding of the Company business, technical assessment of audit skills and the Audit fees and based on these detailed analysis, recommended M/s. K.S.Rao & Co., Chartered Accountants, Hyderabad (ICAI Firm Regn. No.003109S) as the Company's new Statutory Auditor. The Board of Directors based on the recommendation of the Audit Committee proposes the appointment of the M/s. K.S.Rao & Co., Chartered Accountants, Hyderabad (ICAI Firm Regn. No.003109S) as the Statutory Auditors of the Company to the members for their approval.

If approved by the members, the appointment of M/s. K.S.Rao & Co., Chartered Accountants, Hyderabad (ICAI Firm Regn. No.003109S), as the Statutory Auditor will be for a period of five years commencing from the conclusion of Fifty Fourth Annual General Meeting till the conclusion of Fifty Ninth Annual General Meeting (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General meeting).

M/s. K.S.Rao & Co., Chartered Accountants, Hyderabad (ICAI Firm Regn. No.003109S) have confirmed that their appointment, if made would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as Statutory

Auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the resolution at Item No.5 of the Notice for your approval.

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

Item No.6

To ratify 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 to be ratified by the members of the company. The appointment of Ms. Aruna Prasad has been approved by Board of Directors as Cost Auditor for carrying out cost audit for the year 2017-18 on a remuneration of ₹70,000/- 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.

Item No.7 – Amendment in Articles of Association

The Article 265 presently provides that office of the Managing Director shall not be subject to retirement by rotation. Under the provisions of the Listing Regulations, in the case of listed Companies at least half of the Board of Directors shall comprise of Independent Directors and the Company has also to comply with the provisions of the Companies Act, 2013 regarding Directors, who are subject to retirement by rotation. Presently only Sri Paritosh K. Agarwal and Smt. Padmini Agarwal are available to be considered as Directors liable to retire by rotation.

To ensure that Sri Paritosh K. Agarwal is eligible to retire by rotation, it is necessary to amend Article 265 suitably for this purpose.

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.

Item No.8 – Ratification / Approval of Mortgage

(A) The Company has been sanctioned new working capital facilities of ₹1502 lakhs by Lakshmi Vilas Bank Limited (LVB) and additional working capital assistance of ₹450 lakhs by IDBI Bank Limited (IDBI). These additional working capital facilities are to be secured by way of second charge on the Company's immovable properties on paripassu basis (in addition to paripassu first charge on current assets along with other working capital Bankers). The Company's spinning division at Amravati has commenced commercial production and the immovable properties of the Amravati Spinning Division have been mortgaged / charged to LVB / IDBI which shall rank paripassu with other working capital bankers for the working capital facilities sanctioned by them.

In view of the urgency of the matter, the Company has already created the mortgage / charge by way of Second Charge in favour of LVB and IDBI. The resolution seeks the members' approval and ratification of the mortgage already created by the Company. The Board recommends the resolution for the members' approval and ratification.

(B) The Company has been sanctioned a Rupee Term Loan of ₹9.17 Crores by Lakshmi Vilas Bank (LVB) to part finance the Company's expansion project in its garment division at Thummaluru Village, Maheswaram Mandal.

This loan is to be secured by a First paripassu charge on the entire movable and immovable properties of the Company and the second paripassu charge on the entire current assets of the Company.

The Board recommends both the resolutions for the members' approval and ratification.

None of the Directors / Key Managerial Personnel / their relatives of the Company is interested in these resolutions.

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

Place: Secunderabad
Date : 13th May, 2017

E V S V SARMA
COMPANY SECRETARY

Please complete the attendance slip and hand over at the entrance of the meeting.



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.040-30571600, 27819856, Fax : 040-27846854

ATTENDANCE SLIP

I / We hereby record my / our presence at the Annual General Meeting of the Company held on Monday, 28th August, 2017 at 10.30 A.M. at Rajdhani Hall, 1st Floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S. D. Road, Secunderabad – 500 003.

For Physical Holding	For Electronic Form (Demat) NSDL / CDSL		No. of shares
	DP ID	CLIENT ID	
NAME OF THE MEMBER / JOINT MEMBER(S) (IN BLOCK CAPITALS):			

**Signature of the member/
Joint member(s) / proxy**



SURYALAKSHMI COTTON MILLS LIMITED

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PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): _____

Registered Address: _____

Email ID: _____

Folio No / Client ID: _____

DP ID: _____

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1. Name:
Address :
Email ID :
Signature :, or failing him
2. Name:
Address :
Email ID :
Signature :, or failing him
3. Name:
Address :
Email ID :
Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Annual General Meeting of the company, to be held on Monday, 28th August, 2017 at 10.30 A.M. at Rajdhani Hall, 1st Floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S. D. Road, Secunderabad – 500 003 at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Signature of Shareholder(s):

Signature of Proxy Holder(s)

AFFIX
REVENUE
STAMP
₹/-

Sl. No.	Particulars	FOR	AGAINST
1.	To receive, consider and adopt the audited statement of Profit and Loss for the year ended 31st March, 2017 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon.		
2.	To declare Dividend on Equity shares of the Company for the year ended 31st March, 2017.		
3.	To declare dividend on Preference Shares.		
4.	Reappointment of Sri Paritosh K Agarwal, Director liable to retire by rotation.		
5.	Appointment of Statutory Auditors and fix their remuneration.		
6.	Ratify the remuneration of Cost Auditor.		
7.	Amendment in Articles of Association.		
8.	Ratification and Approval of Mortgage.		

54th Annual General Meeting. Venue - Route MAP



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 sixteen centres of the Reserve Bank of India viz., Ahmedabad, Sangaloe, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Dehi, Patna, Pune and Thiruvananthapuram. This facility is available only for payment upto a maximum amount of ₹5 lacs.

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.040-30571600, 27819856, Fax : 040-27846854

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.

