

**List of details/ documents required for grant of In-principle approval (Preferential Issue) for listing under Regulation 28(1) of the SEBI (LODR) Regulations, 2015**

**Timeline for filing the Application with Exchange:** - The Issuer shall ensure that it shall make an application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when the notice has been dispatched to the shareholders in respect of the general meeting/Postal Ballot seeking shareholders' approval by way of special resolution.

Sr. No.	List of Documents/ details to be submitted	Yes/No/Not Applicable
1	Certified copy of the resolution passed by the Board of Directors approving the preferential issue.	Yes
2	Certified true copy of the notice convening the AGM/EGM/Postal Ballot of shareholders along with the explanatory statement annexed thereto where the proposal for issue is to be put for approval. Companies shall ensure that disclosure w.r.t. ultimate beneficial owners (UBO) of proposed allottees shall be in compliance with Regulation 163(1)(f) of ICDR Regulations, 2018 and SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.	Yes
3	Certified copy of the resolution passed by the shareholders at the AGM/EGM/Postal Ballot approving the issue.	Will be submitted after EGM is held - Yes
4	Confirmations from the Issuer as per the format enclosed in <b>Annexure I</b>	Yes
5	<p>Certificate* from Practicing Chartered Accountant / Practicing Company Secretary Confirming:</p> <p>a) The entire pre-preferential holding of the allottee(s) (<i>name of proposed allottees along with number of securities held by them</i>) and that the same is in dematerialized form</p> <p>b) Confirm the Pricing Methodology adopted for the proposed Preferential issue along with detailed working of the same or Valuation report from independent registered valuer.</p> <p>c) The certificate shall specify the Stock exchange on which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.</p> <p>*Kindly provide reasonable assurance certificate.</p>	Yes



**GOVERNMENT RECOGNISED EXPORT HOUSE**

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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



# SURYALAKSHMI COTTON MILLS LTD



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

Sr. No.	List of Documents/ details to be submitted	Yes/No/Not Applicable
6	Transaction statement of the proposed allottee(s) from 90 trading days prior to the relevant date till commencement of lock-in / relevant date, issued by the Depository Participant. Further, the statement shall reflect lock-in end date of entire pre-preferential holding.	Lock in end date will be reflected after allotment is done
7	NSDL/CDSL confirmation for corporate action for lock in of pre-preferential holdings.	Will be submitted after allotment
8	In case if the Pre-preferential holding of the allottee is under pledge with banks/ financial institution(s), provide an undertaking/confirmation as per format enclosed in Annexure II from: i) Banks/ financial institutions - ii) Issuer iii) Allottee(s)	Yes
9	Certified copy of approval letters/orders of Regulatory Authorities (RBI, CDR, FIPB, BIFR, etc), if applicable	Not Applicable
10	Valuation Report from independent registered valuer for consideration other than cash, valuing the swap of shares in consideration of which securities are proposed to be issued.	Not Applicable
11	In case the Articles of Association of the issuer provides for an alternate method of determination of price in case of further issue of capital, which would be higher than the floor price derived through SEBI regulations, then kindly provide the detailed working of the same (e.g. valuation from an independent registered valuer)	Not Applicable
		Signature of the Authorized Person



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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



# SURYALAKSHMI COTTON MILLS LTD

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

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON 02<sup>ND</sup> FEBRUARY, 2022 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 6<sup>TH</sup> FLOOR, SURYA TOWERS, 105 S.P. ROAD, SECUNDERABD - 500003 THROUGH VIDEO CONFERENCING.**

Sri. L.N.Agarwal, Chairman and Managing Director and Sri. Paritosh Agarwal, Managing Director being interested in this item of proposed Preferential issue were not present when the item was considered by the Board. Sri. R. Surender Reddy chaired the Board for this item.

The Chairman informed the Board that the Company proposes to issue 21,33,000 share warrant to the Promoters under the applicable provisions of Sections 42, 62 and other provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company,. The equity share warrants will be priced on Rs. 85/- (Equity share Face Value Rs.10/- at a premium of Rs. 75/-) under the relevant SEBI regulations. The issue also needs the approval of the members which is proposed to be obtained by an EGM on 02<sup>nd</sup> March, 2022 to be held through Video Conference (VC) as permitted by MCA Guidelines.

The Board discussed the same and passed the following resolution;

**"RESOLVED THAT** the Board do hereby approve, subject to the consent of the members by way of a Special Resolution the creation, issue, offer and allotment from time to time of 21,33,000 equity share warrants to the Promoters of the Company under the applicable provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (ICDR)



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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

# SURYALAKSHMI COTTON MILLS LTD

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

Regulations, 2018, as amended, SEBI (SAST) Regulations, 2011 ("SEBI Takeover Regulations"), SEBI (LODR) Regulations, 2015, as amended and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the SEBI and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board do approve the convening and holding of an Extraordinary General Meeting (EGM) of members of the Company on 02<sup>nd</sup> March, 2022 through VC for the purpose of securing the approval of the members for the aforesaid preferential issue of 21,33,000 equity share warrants to the promoters of the Company namely Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padmini Agarwal, Sri. Vedant Agarwal, Sri. L.N.Agarwal (Family Trust), and Sri. Paritosh Agarwal (HUF)."

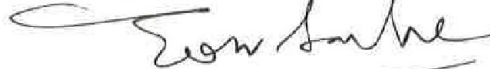
**"RESOLVED FURTHER THAT** the Board do constitute a committee of Directors consisting of Sri. R.Surender Reddy, Sri. Dhruv Vijai Singh and Sri. Navrang Lal Tibrewal with Sri. R.Surender Reddy as a Chairman for the allotment of Equity share warrants to the Promoters on receipt of 25% of issue price within 15 days of the EGM in terms of the issue of the Preferential offer to the Promoters and place the details of allotment before the next Board Meeting."

**"RESOLVED FURTHER THAT** the Board do approve the appointment of Kfin Technologies Private Limited for the purpose of providing technical support for the VC facility for holding the meeting."

**"RESOLVED FURTHER THAT** the Board do appoint Mr. K.V.Chalama Reddy Practicing Company Secretary as scrutinizer for the EGM and to issue the necessary certificate to the Exchanges that the issue is in compliance with the relevant applicable regulations."

**"RESOLVED FURTHER THAT** Sri. E.V.S.V.Sarma be and is hereby directed to do all the necessary acts, to comply with the regulations and submit the necessary forms and returns to ROC / Stock Exchanges / SEBI."

CERTIFIED TRUE COPY  
for SURYALAKSHMI COTTON MILLS LTD.



E.V.S.V.SARMA  
COMPANY SECRETARY



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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



## NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of Suryalakshmi Cotton Mills Limited will be held on Wednesday, 02<sup>nd</sup> March, 2022 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 EGM shall be deemed to be made thereat, to transact the following business:

### SPECIAL BUSINESS:

#### 1. Issuance of Equity Warrants to Promoters of the Company on Preferential Basis:

To consider and if thought fit to pass, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 21,33,000 (Twenty One Lakh Thirty Three Thousand) Equity warrants ("Warrants") at a price of Rs. 85/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company ("Equity Shares") at a premium of Rs. 75/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating up to Rs. 18,13,05,000/- (Rupees Eighteen Crore Thirteen Lakh Five Thousand only) to Promoters Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padmini Agarwal, Sri. Vedant Agarwal, Paritosh Aharwal (HUF),



#### GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57



and L.N. Agarwal (Family Trust) of the Company ("proposed allottee") for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members."

**"RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of equity share warrants be and is hereby fixed as Monday, 31<sup>st</sup> January, 2022 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, 02<sup>nd</sup> March, 2022."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (vi) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.



## GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

**E-MAIL :** slcmild@suryalakshmi.com **WEBSITE :** www.suryalakshmi.com

- (vii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- (viii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in- principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard."

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



E.V.S.V. SARMA  
Company Secretary

Place: Hyderabad  
Date: 02/02/ 2022

GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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



## NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the Extraordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") during the calendar year 2020. Further, the MCA vide its General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 extended the above exemptions till June 30, 2022. The Registered office of the Company situated at 6<sup>th</sup> floor, Surya Towers, 105 S.P.Road, Secunderabad - 500003 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat.
2. Pursuant to the Provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of Physical attendance of members has been dispensed with. accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of the EGM venue are not annexed to this notice.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
4. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the EGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the EGM, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at [kvcr133@gmail.com](mailto:kvcr133@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting on first-come first-served basis by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the M/s. KFin Technologies Private Limited (Kfintech) e-Voting website at [www.evoting@kfintech.com](http://www.evoting@kfintech.com). The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.



6. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice will also be available on the Company's website [www.suryalakshmi.com](http://www.suryalakshmi.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the M/s. KFin Technologies Private Limited (Kfintech) a service provider for voting through remote e-Voting, for participation in the forthcoming EGM through VC/OAVM facility and e-Voting during the EGM at <https://www.evoting@kfintech.com>
7. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are also annexed herewith.
8. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
  - A. Instructions for attending the EGM:
    1. Members will be able to attend the EGM through VC / OAVM or view the live webcast of EGM at <https://ris.kfintech.com/vc/login2vc.aspx> by using their remote e-voting login credentials and selecting the 'Event' for Company's EGM. 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 EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and Members who may like to express their views or ask questions during the EGM may register themselves at <https://ris.kfintech.com/AGMVC> speaker registration. Facility of joining EGM will be closed on expiry of 15 minutes from the schedule time of the EGM. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the EGM.
    3. Facility of joining the EGM 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 EGM, can contact KFinTech at <https://ris.kfintech.com/agmqa/agmqa/login.aspx>.

N

## 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, 04<sup>th</sup> February, 2022 only shall be entitled to avail the facility of remote e-voting/e-voting at the EGM. 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 Saturday, 26<sup>th</sup> February, 2022 to 5.00 P.M. (IST) on Tuesday, 01<sup>st</sup> March, 2022. 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 EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
3. The Members present in the EGM 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 EGM.
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.kfintech.com”.
  - b. Enter the login credentials (i.e., user id and password) mentioned in the communication. You're 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.



- 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.kfintech.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@kfintech.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.'

#### **Login method for e-voting:**

#### **Applicable only for individual members holding securities in Demat**

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

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

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



NSDL	CDSL
<p>1. Users already registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> <li>1. Click on URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>3. Enter your User ID and Password for accessing IDeAS,</li> <li>4. On successful authentication, you will enter your IDeAS service login.</li> <li>5. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.</li> <li>6. Click on "Active e-voting Cycles" option under e-voting.</li> <li>7. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ol>	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> <li>1. Click on URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi</li> <li>2. Enter your User ID and Password for accessing Easi / Easiest.</li> <li>3. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ol>
<p>2. Users not registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> <li>1. To register, click on URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select "Register Online for IDeAS".</li> <li>3. Proceed to complete</li> </ol>	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> <li>1. To register, click on URL <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>2. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</li> </ol>



<p>registration using your DP ID, Client ID, Mobile Number, etc.</p> <p>4. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p>3. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> <li>1. Click on URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the button "Login" available under "Shareholder / Member section".</li> <li>3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.</li> <li>4. On successful authentication, you will enter the e-voting module of NSDL.</li> <li>5. Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting.</li> <li>6. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ol>	<p>3. Users may directly access the e-voting module of CDSL as per the following procedure;</p> <ol style="list-style-type: none"> <li>1. Click on URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> / <a href="http://www.evotingindia.com">http://www.evotingindia.com</a>.</li> <li>2. Provide demat account number and PAN.</li> <li>3. System will authenticate user by sending OTP on registered mobile &amp; email as recorded in the demat account.</li> <li>4. On successful authentication, you will enter the e-voting module of CSDL.</li> <li>5. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ol>

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

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants



registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of "KFin" to cast your vote without any further authentication.

**Important note:**

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

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

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

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

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

1. 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.

2. After entering the details appropriately, click on LOGIN.
3. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The



system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

4. You need to login again with the new credentials.
5. On successful login, the system will prompt you to select the EVENT number of the Company.
6. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
7. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
8. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
9. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Any person who becomes a member of the Company after dispatch of the Notice of the EGM and holding shares as on the **cut-off date i.e. Wednesday, February 23, 2022** 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 IN12345612345678

Example for CDSL:

MYEPWD 1402345612345678

Example for Physical:

MYEPWD XXXX1234567

- i. If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- ii. A member may call KFin toll free number 1-800-309-4001
- iii. A member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).



- iv. If the member is already registered with KFin e-voting platform, then he / she can use his / her existing User ID and password for casting the vote through remote e-voting.
- ii. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFin website for e-voting: <https://evoting.kfintech.com> or contact "KFin", (Unit: Suryalakshmi Cotton Mills Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at e-mail Mr. Veeda Raghunath [raghu.veedha@kfintech.com](mailto:raghu.veedha@kfintech.com) at phone no. 1-800-309-4001 (toll free)

EVEN (E-Voting Event Number)	USER ID	Password / PIN
6183	IN30154918452029	Existing Password

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

Commencement of Remote e-voting	From 9 a.m. (IST) on Saturday, February 26, 2022
End of Remote e-voting	Up to 5 p.m. (IST) on Tuesday, March 01, 2022

The remote e-voting module shall be disabled for voting after the expiry of the date and time mentioned above. Once the vote on a resolutions(s) cast by the Member, the Member shall not be allowed to change it subsequently;



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

### Item No. 1:-

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The following disclosures for the issue of equity shares and warrants on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

#### i. The objects of the preferential issue:

The Company proposes to utilize the proceeds of the issue to meet the Bankers requirement of infusing Promoters' contribution by way of Equity capital as the Promoters will subscribe to the preferential offer of Equity share warrants.

#### ii. The total number of shares or other securities to be issued:

A total of 21,33,000 share warrants is proposed to be offered as under Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padimini Agarwal, Sri. Vedant Agarwal, Sri. Paritosh Agarwal (HUF), and Sri. L.N.Agarwal (Family Trust) with a right to subscribe for one share for each warrant held. The equity warrants will be issued at a price of Rs. 85/- with a right to the warrant holder for and be allotted one equity share of the value of Rs. 10 at a premium of Rs.75.

#### iii. The price or price band at which the allotment is proposed:

The issue price is Rs. 85/- per Equity warrant provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations.

#### iv. Basis on which the price has been arrived at:

The equity shares of Company are listed on Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

(a) The 90 trading days volume weighted average of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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

# SURYALAKSHMI COTTON MILLS LTD



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

(b) The 10 trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Ten (10) days preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Share warrants.

v. The relevant date on the basis of which price has been arrived at:

Monday, 31<sup>st</sup> January, 2022 being the 30 days prior to the date of Extraordinary General Meeting i.e. 02<sup>nd</sup> March, 2022.

vi. The class or classes of persons to whom the allotment is proposed to be made:

Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue		Post Issue of Equity Shares		Post Conversion of Equity Warrants	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Sri. L.N. Agarwal	Sri.L.N.Agarwal	13,64,516	8.18			18,19,316	9.67
Sri. Paritosh Agarwal	Sri. Paritosh Agarwal	14,78,472	8.86			19,71,272	10.48
Smt. Padmini Agarwal	Smt. Padmini Agarwal	9,71,815	5.83			12,95,715	6.89
Sri. Vedant Agarwal	Sri. Vedant Agarwal	17,17,164	10.30			23,22,664	12.35
Sri. Paritosh Agarwal (HUF)	Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal Smt. Aparna Agarwal	-	-			1,33,000	0.70
Sri. L.N.Agarwal (Family Trust)	Sri. L.N.Agarwal Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal	3,70,000	2.23			4,93,000	2.62



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57



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

# SURYALAKSHMI COTTON MILLS LTD

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

vii. **Intention of Promoters, directors or key managerial personnel to subscribe to the offer:**

Promoters, is intending to participate/subscribe to the proposed issue and no other directors or key managerial personnel of the Company are subscribing to this offer.

viii. **The proposed time within which the allotment shall be completed:**

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

ix. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Sl. No.	Name of the proposed Allottees	% Post Issue of Equity Shares	% Post Conversion of Equity Warrants
1.	Sri. L.N. Agarwal		9.67
2.	Sri. Paritosh Agarwal		10.48
3.	Smt. Padmini Agarwal		6.89
4.	Sri. Vedant Agarwal		12.35
5.	Sri. Paritosh Agarwal (HUF)		0.70
6.	Sri.L.N.Agarwal (Family Trust)		2.62

x. **Change in control, if any in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Warrants including the conversion thereof into Equity Shares of the Company.



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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



# SURYALAKSHMI COTTON MILLS LTD



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

- xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

- xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

- xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr. No.	Category	Pre-Issue Shareholding (as on Dec 31, 2021)		Post-Issue of Equity Shares Shareholding		Post-Conversion of Equity Warrants Shareholding	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoters and Promoter Group Holding:</b>						
1.	<b>Indian:</b>			-	-		
	Individual/HUF	9326889	55.94	-	-	11459889	60.94
	Bodies Corporate						
	Sub Total						
2.	Foreign Promoters	-	-			-	-
	Sub Total (A)	93,26,889	55.94	-	-	11459889	60.94
<b>B</b>	<b>Non-Promoters holding:</b>						
1.	<b>Institution:</b>						
a)	Financial Institutions/Banks	67,266	0.4	-	-	67,266	0.35
b)	Foreign Bodies Corporate						
2.	<b>Non-Institution:</b>						
a)	Individuals	57,79,190	34.67	-	-	57,79,190	30.73
b)	Indian Bodies Corporate	8,31,285	4.97	-	-	8,31,285	4.42
c)	NRI (Repatriable)	62,474	0.69	-	-	62,474	0.33
d)	NRI (Non-Repatriable)	1,15,928	0.37	-	-	1,15,923	0.62
e)	Clearing Member	68,897	0.41	-	-	68,897	0.37
f)	Directors	28,000	0.18	-	-		0.15
g)	Trust	100	0	-	-	100	0
h)	NBFC	0	0	-	-	0	0
i)	Others	3,92,261	2.37	-	-	3,92,261	2.09
	Sub Total (B)	73,45,401	44.06	-	-	73,45,401	39.06
	<b>TOTAL (A) + (B)</b>	<b>1,66,72,290</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>18805290</b>	<b>100.00</b>



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

E-MAIL : slcm ltd@suryalakshmi.com WEBSITE : www.suryalakshmi.com

# SURYALAKSHMI COTTON MILLS LTD



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

**xiv. Lock-In Period:**

The Equity Shares being allotted pursuant to exercise of such warrants shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI (ICDR) Regulations.

**xv. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.**

**xvi. The percentage of post preferential issue capital that may be held by them and change in control if any in the issuer consequent to the preferential issue.**

Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue		Post Issue of Equity Shares		Post Conversion of Equity Warrants	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Sri. L.N. Agarwal	Sri.L.N.Agarwal	13,64,516	8.18			18,19,316	9.67
Sri. Paritosh Agarwal	Sri. Paritosh Agarwal	14,78,472	8.86			19,71,272	10.48
Smt. Padmini Agarwal	Smt. Padmini Agarwal	9,71,815	5.83			12,95,715	6.89
Sri. Vedant Agarwal	Sri. Vedant Agarwal	17,17,165	10.30			23,22,664	12.35
Sri. Paritosh Agarwal (HUF)	Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal Smt. Aparna Agarwal	-				1,33,000	0.70
Sri. L.N.Agarwal (Family Trust)	Sri. L.N.Agarwal Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal	3,70,000	2.23			4,93,000	2.62



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57



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

No change in control is envisaged as the ultimate beneficial owners are also members of the promoter group only.

**xvii. Requirements as to re-computation of price:**

The Company undertakes that the price of the share warrants shall be recomputed in terms of the SEBI (ICDR) regulations where required to do so. In all undertakes that if the amount payable on account of re computation of price is not paid within the time stipulated in the regulations the warrants shall continue to be locked in till the time such amount is paid by the allottees. .

**xviii. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for equity shares that will be issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

**xix. Practising Company Secretary's Certificate:**

Practising Company Secretary of the Company, Mr. K.V.Chalama Reddy, Company Secretary has issued a certificate confirming that the issue of the warrants is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate has been hosted on the Company's website <http://www.suryalakshmi.com/investor-announcements.aspx> and can be viewed on the link.

**xx. Other Disclosures/Undertaking:**

- a) It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter or fraudulent borrower.
- b) The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1 in the accompanying notice for your approval.



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

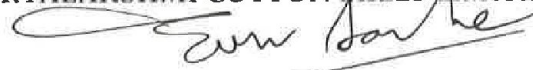
E-MAIL : [slcmltd@suryalakshmi.com](mailto:slcmltd@suryalakshmi.com) WEBSITE : [www.suryalakshmi.com](http://www.suryalakshmi.com)

# SURYALAKSHMI COTTON MILLS LTD

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

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

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



Mr E.V.S.V.SARMA  
Company Secretary

Place: Hyderabad

Date: 02/02/2022



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

E-MAIL : [slcmltd@suryalakshmi.com](mailto:slcmltd@suryalakshmi.com) WEBSITE : [www.suryalakshmi.com](http://www.suryalakshmi.com)



## Annexure I

To,  
Manager - Listing Compliance  
National Stock Exchange of India Limited  
'Exchange Plaza'. C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

Dear Sir/Madam,

**Sub: Application for "In-principle approval" prior to issue and allotment of 21,33,000 Equity share warrants on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.**

In connection with above application for in-principle approval, we hereby confirm and certify that:

- 1) The equity shares so issued / arising on conversion of any convertible instrument so issued shall rank pari passu with the existing shares of the issuer in all respects including dividend.
- 2) Sri. Paritosh Agarwal (HUF) does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- 3) Sri. L.N.Agarwal (Family Trust), Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Sri. Padmini Agarwal, and Sri. Vedant Agarwal have not sold any equity shares of the issuer for a period prior to 90 trading days from the relevant date till date.
- 4) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- 5) Allotment shall only be made fully paid-up and in dematerialised form.
- 6) Consideration of specified securities, if paid in cash, shall be received from respective allottee's bank account.
- 7) The allotment shall be in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.
- 8) The proposed preferential issue is not ultra-vires to the provisions of articles of association of the issuer.



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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



# SURYALAKSHMI COTTON MILLS LTD

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

- 9) The proposed allottees and the beneficial owners to proposed allottees have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- 10) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
- 11) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange.
- 12) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
- 13) The promoters or directors of the issuer is not fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- 14) If the allottee(s) belong to promoter / promoter group,
  - no person belonging to promoter(s) or the promoter group has sold his equity shares during the 90 trading days preceding the relevant date till date
  - no person belonging to promoter(s) or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations.
- 15) the issuer, its whole-time directors, person(s) responsible for ensuring compliance with the securities laws, its promoters and the companies which are promoted by any of them are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
- 16) The issuer has no outstanding dues to the SEBI, the stock exchanges or the depositories as stated under Regulation 159(4) of SEBI (ICDR) Regulation 2018.



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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



# SURYALAKSHMI COTTON MILLS LTD



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

17) Pre-preferential shareholding of the proposed allottee(s):

Sr. No.	Name of the Allottee	Pre-Preferential Holding	Lock-in Start date	Lock-in end date	Pledged with	Pledge end date
1.	Sri. L.N.Agarwal (TRUST)	3,70,000	31/01/2022	90 trading days from the date of allotment	SBICAP Trustee Company Limited	
2.	Sri. L.N.Agarwal	13,64,516	31/01/2022			
3.	Smt. Padmini Agarwal	9,71,815	31/01/2022			
4.	Sri. Vedant Aharwal	17,17,164	31/01/2022			
5.	Sri. Paritosh Agarwal (HUF)	-	31/01/2022			
6.	Sri. Paritosh Agarwal	14,78,472	31/01/2022			2,28,472 shares with SBICAP Trustee Company Limited, 5,00,000 shares with Axis Bank Limited, 7,50,000 shares with DBS Bank of India Limited.

If the lock in does not commence from the relevant date, the proposed allottee(s) having pre-preferential holdings have not sold any shares of the issuer from the relevant date till the date of commencement of lock-in. Further, the issuer shall extend the pre-preferential lock-in, whenever required in order to comply with the Regulation 167 (6) of the ICDR Regulations, 2018 and amendments thereof.



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57



ISO 9001:2015 ISO 14001:2015

E-MAIL : [slcmtd@suryalakshmi.com](mailto:slcmtd@suryalakshmi.com) WEBSITE : [www.suryalakshmi.com](http://www.suryalakshmi.com)

# SURYALAKSHMI COTTON MILLS LTD



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

18) List of the proposed allottee(s):

Sr. No.	Name of the Allottee	Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	PAN of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding	
				No. of Shares	% of Holding		No. of Shares	% of Holding
1.	Sri.L.N. Agarwal	Promoter Group	ADOPA1629A	13,64,516	8.18		18,19,316	9.67
2.	Sri. L.N.Agarwal(Family Trust)		AAATL8943P	3,70,000	2.23		4,93,000	2.62
3.	Sri. Paritosh Agarwal		ABQPA4341M	14,78,472	8.86		19,71,272	10.48
4.	Smt. Padmini Agarwal		ABQPA4345R	9,71,815	5.83		12,95,715	6.89
5.	Sri. Vedant Agarwal		AJFPA4517N	17,17,164	10.30		23,22,664	12.35
6.	Sri. Paritosh Agarwal (HUF)				-	-		1,33,000

19) Details of the beneficial owners of proposed allottees:

Sr. No.	Name of the Allottee	Name of beneficial owners of proposed allottee	PAN of the beneficial owners of proposed allottee
1.	Sri. L.N.Agarwal (TRUST)	Sri. L.N.Agarwal Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal	ADOPA1629A ABQPA4341M ABQPA4345R AJFPA4517N
2.	Sri. Paritosh Agarwal (HUF)	Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal Smt. Aparna Agarwal	ABQPA4341M ABQPA4345R AJFPA4517N AJFPA4479D



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

E-MAIL : [clmtd@suryalakshmi.com](mailto:clmtd@suryalakshmi.com) WEBSITE : [www.suryalakshmi.com](http://www.suryalakshmi.com)



# SURYALAKSHMI COTTON MILLS LTD



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

20) The particulars of other issues (in sequential order) in respect of which approvals are pending with the Exchange:

Type of Issue (e.g. Amalgamation/ Arrangement, Preferential, Rights, etc.)	Number of Shares	Date of Allotment (if applicable)	Stage of Approval Pending (Tick any one which is applicable)
NIL			(Y/N) In-principle (Y/N) Listing (Y/N) Trading

21) Details of processing fee (Non-Refundable) of 0.03% of the Issue Size, subject to a Minimum fee of Rs 3,00,000/- and a Maximum of Rs. 6,00,000/- plus applicable tax (For SME Emerge Listed Companies: 0.025% of the Issue Size, subject to a Minimum fee of Rs.50,000/- and a Maximum of Rs. 2,00,000/- plus applicable tax). The issuer has to make payment in the issuer respective virtual account. The account details are available in the Annual listing bill of the issuer.

Processing Fee (including 18% GST)	354000
TDS, if any	30000
Net amount remitted after TDS	324000
UTR no	SBINR52022020765904046
Dated of remittance	07/02/2022

22) In case of any queries / clarifications the under-mentioned issuer official may be contacted:

Contact Details	
Name & Designation of Contact Person	E.V.S.V.SARMA COMPANY SECRETARY
Telephone Nos. (landline & mobile)	9848076219
Email - id	cs@suryalakshmi.com



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

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



ISO 9001:2015 - ISO 14001:2015  
DAIR VERIFIED

# SURYALAKSHMI COTTON MILLS LTD

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

23) Name of the Stock Exchanges where the equity shares of the issuer are listed.

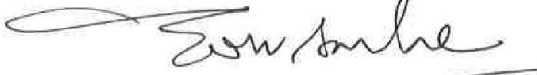
National Stock Exchange and

Bombay Stock Exchange

Thanking you,

Yours faithfully,

For SURYALAKSHMI COTTON MILLS LIMITED



**E.V.S.V. SARMA**  
COMPANY SECRETARY



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

E-MAIL : [clomtd@suryalakshmi.com](mailto:clomtd@suryalakshmi.com) WEBSITE : [www.suryalakshmi.com](http://www.suryalakshmi.com)





**K. V. CHALAMA REDDY**

*B.Sc., LL.B., F.C.S.,*

COMPANY SECRETARY

M.No.: F 9268, C.P.No.5451

Plot No. 8-2-603/23/3 & 8-2-603/23, 15,  
02<sup>nd</sup> Floor, HSR Summit, Banjara Hills,  
Road No. 10, Hyderabad -500034  
Ph: 9848014503  
e-mail: [kvr133@gmail.com](mailto:kvr133@gmail.com)

To,  
Manager - Listing Compliance  
National Stock Exchange of India Limited  
'Exchange Plaza'. C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

Dear Sir/Madam,

Reg: Issuer Suryalakshmi Cotton Mills Limited (ISIN No.INE713B01026)

Scrip Code. SURYALAXMI

This Certificate is issued in connection with the proposed issue of 21,33,000 Equity share warrants on a Preferential Basis to the Promoters of the Company by Suryalakshmi Cotton Mills Limited, Secunderabad.

This Certificate is issued pursuant to the requirement of National Stock Exchange (N.S.E) to process the Company's application for in-principle approval where in a confirmation is required that:

- The entire pre-preferential holding of the allottee(s) (name of proposed allottees along with number of securities held by them) and that the same is in dematerialized form
- Confirm the Pricing Methodology adopted for the proposed preferential issue along with detailed working of the same or Valuation report from independent registered valuer.
- The certificate shall specify the Stock exchange on which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.

I, have examined the following:

- Statement of Account of the following proposed allottees issued by the Depository Participant.

1



**Details of pre-preferential shareholding of the allottees:**

Name of the Allottee	Pre-preferential shareholding (No. of shares)	Whether pre-preferential shareholding in physical/ demat	Dematerialised with NSDL DP ID/Clint ID
Sri. L.N.Agarwal (TRUST)	3,70,000	demat	IN300450/ 13993997
Sri. L.N.Agarwal	13,64,516	demat	IN300450/ 11085358
Smt. Padmini Agarwal	9,71,815	demat	IN300450/ 11984267
Sri. Vedant Agarwal	17,17,164	demat	IN300450/ 11985276
Sri. Paritosh Agarwal (HUF)	-	demat	-
Sri. Paritosh Agarwal	14,78,472	demat	IN300450/ 11085315
<b>TOTAL</b>	<b>59,01,967</b>		

The entire Pre-preferential holding of the proposed allottees is dematerialised.

2. I have examine the trading volume of the Company shares on B.S.E and N.S.E.

The trading volume in respect of equity shares traded in of the Company recorded in the preceding 90 days:

Relevant date = 31<sup>st</sup> January, 2022

B.S.E - 8,28,495

N.S.E - 33,05,544

Out of two i.e N.S.E recorded higher volume so N.S.E is relevant exchange

3. I have examined the pricing methodology adopted by the Company as laid down in Regulation 164 of the SEBI (ICDR) Regulations 2018 as amended from time to time.



*[Handwritten signature]*



The pricing methodology adopted by the Company for the proposed preferential issue is in compliance with the Regulation 164 of SEBI (ICDR) regulations 2014

The 90 trading days volume weighted average price of the Company shares preceding the relevant date = Rs. 67.89

The 10 trading days volume weighted average price of the Company shares preceding the relevant dates = Rs. 84.81


The higher of the above that is = Rs. 84.81 i.e., Rs.85/-

Based on the above examination and the records provided by the Company, I hereby certify that

- a) The entire pre-preferential holding of the allottee(s) as specified in para 1 above is in dematerialized form
- b) Confirm the Pricing Methodology adopted for the proposed preferential issue along with detailed working of the same.
- c) I hereby certify that N.S.E is the Exchange on which highest trading volume of 33,05,544 in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date 31/01/2022..

The certificate is issued to enable the Company to make as an applicant to N.S.E seeking its in-principle approval for the proposed issue of 21,33,000 Equity share warrants on preferential basis.



  
K.V.CHALAMA REDDY  
Practicing Company Secretary  
Membership No. F9268, C.P. No. 5451

Date: 05/02/2022





Sarma EVSV &lt;cs@suryalakshmi.com&gt;

**Fwd: Mail From IDBI Bank - Depository Services**

1 message

Csrkn Sarma <csrkn@suryalakshmi.com>  
To: Sarma EVSV <cs@suryalakshmi.com>

Fri, Feb 4, 2022 at 4:31 PM

----- Forwarded message -----

From: [esechelpdesk@idbibank.com](mailto:esechelpdesk@idbibank.com) <esechelpdesk@idbibank.com>  
Date: Fri, Feb 4, 2022 at 4:05 PM  
Subject: Mail From IDBI Bank - Depository Services  
To: [accounts@suryalakshmi.com](mailto:accounts@suryalakshmi.com) <accounts@suryalakshmi.com>

Your Request is Being Processed. Please Wait!!!



**IDBI BANK LIMITED**  
**DP ID : IN300450**

Mahavir House,, Basheerbagh Square,  
, Hyderabad  
- 500029

Phone No : 91-4066746033 Fax No : 91-40-23220373

**Demat Statement of Account from 21-Sep-2021 To 31-Jan-2022**

<b>Name</b>	VEDANT AGARWAL	<b>Client Id</b>	11985276
<b>Address</b>	H. NO.8-2-316/F, ROAD NO 14 BANJARA HILLS NEAR MOUNT BANJARA HIGH SCHOOL HYDERABAD TELANGANA 500034		
<b>Branch</b>	0002 / HYDERABAD - 0002		
<b>Category</b>	Non House Beneficiary	<b>Status</b>	Active
<b>Type / Sub Type</b>	Resident / Ordinary	<b>BSDA</b>	No

**No transactions recorded for the following ISINs during the given period and the Closing Balances as of 31-Jan-2022 are as under :**

<b>ISIN</b>	INE733E01010 / NTPC LIMITED - EQ	<b>Beneficiary</b>	Closing Balance:	1297
			Value (Rs.)	177,235
<b>ISIN</b>	INE733E07JP6 / NTPC LIMITED - SR-54 8.49 NCD	<b>Beneficiary</b>	Closing Balance:	1081
	25MR25 FVRS12.5		Value (Rs.)	15,210
<b>ISIN</b>	INE713B01026 / SURYALAKSHMI COTTON MILLS	<b>Pledge</b>	Closing Balance:	1717164
	LIMITED - EQ NEW FV RS.10/-		Value (Rs.)	154,201,327



Total Value of Holding(Prices as on 03-02-2022) Rs. 154,393,772

1. The market rates and valuation provided are only indicative and without any liability on the part of IDBI Bank Ltd.
  2. Queries if any may be communicated to the Bank within 30 days of the receipt of this letter.
  3. Please make payment to the Bank /your charge Bank Account with us, and same shall be debited, within 7 days. This may be treated as Debit advice. In case of late payment beyond 7 days, interest @18%p.a. may be charged for the delayed period.
  4. Following precautions to be observed by the investors with respect to DELIVERY INSTRUCTION SLIP (DIS):
    - > Not to leave signed or blank DIS with anyone.
    - > DIS booklet to be kept in safe custody.
    - > Before submitting the DIS, empty space should be strike out
    - > After submitting the DIS, collect an acknowledgement from DP.
    - > Avoid giving GENERAL POWER OF ATTORNEY to the brokers
  5. Investors can keep a track of their transactions in the Demat accounts by opting for internet-based facility offered by DP/NSDL's IDeAS facility or through the transaction statement received from DP in physical or through E-mail mode.
  6. Investors can avail the SMS Alert facility of NSDL, whereby they will receive alerts for various transactions executed in their DEMAT account
  7. Investors can confirm Pay-IN related instructions electronically on SPEED-e facility based on their instructions uploaded by pre-notified Clearing Members on SPEED-e. investors opting for e-DIS facility will not be required to enter instruction details on SPEED-e, obviating data entry errors, consumption of time for entering data etc.
  8. As go-green Initiative, from April 2015 we will send your statement of account in your registered e-mail ID. If you have not registered your mail ID yet, we request to register it along with your consent-to-receive the statement of account through e-mailID
- NOTE:- Demat Annual Maintenance Charges (AMC) will be revised to Rs. 550/- p.a for Regular customers and Rs. 450/- for Senior citizens (exclusive of Service tax) w.e.f July 1, 2017.

\*\*\*End Of Report\*\*\*

document.all.waitmsg.style.visibility='hidden';

#### Disclaimer

Thanks & Regards

Ch Sarma  
9951615034





Sarma EVSV &lt;cs@suryalakshmi.com&gt;

**Fwd: Mail From IDBI Bank - Depository Services**

1 message

LNAFAMILYGROUP agarwal <lnafamilygroup@gmail.com>  
To: cs@suryalakshmi.com

Fri, Feb 4, 2022 at 4:22 PM

----- Forwarded message -----

From: esechelpdesk@idbibank.com <esechelpdesk@idbibank.com>  
Date: Fri, Feb 4, 2022 at 3:59 PM  
Subject: Mail From IDBI Bank - Depository Services  
To: lnafamilygroup@gmail.com <lnafamilygroup@gmail.com>

Your Request is Being Processed. Please Wait!!!

**IDBI BANK LIMITED**  
**DP ID : IN300450**

Mahavir House,, Basheerbagh Square,  
Hyderabad  
- 500029

Phone No : 91-4066746033 Fax No : 91-40-23220373

**Demat Statement of Account from 21-Sep-2021 To 31-Jan-2022**

<b>Name</b>	L. N. AGARWAL	<b>Client Id</b>	11085358
<b>Address</b>	H.NO. 8-2-316/F ROAD NO.14 BANJARA HILLS HYDERABAD 500034		
<b>Branch</b>	0002 / HYDERABAD - 0002		
<b>Category</b>	Non House Beneficiary	<b>Status</b>	Active
<b>Type / Sub Type</b>	Resident / Ordinary	<b>BSDA</b>	No

**No transactions recorded for the following ISINs during the given period and the Closing Balances as of 31-Jan-2022 are as under :**

<b>ISIN</b>	INE178H01011 / MASANTOSHI INTERNATIONAL LIMITED - EQ		
<b>Beneficiary</b>	Closing Balance:	16000	
	Value (Rs.)	80,000	
<b>ISIN</b>	INE212Q01019 / P. B. FILMS LIMITED - EQ		
<b>Beneficiary</b>	Closing Balance:	15000	
	Value (Rs.)	10,200	
<b>ISIN</b>	INE879D01013 / PARBATI HOLDINGS LIMITED - EQ		
<b>Beneficiary</b>	Closing Balance:	4000	
	Value (Rs.)	72,000	
<b>ISIN</b>	INE713B01026 / SURYALAKSHMI COTTON MILLS LIMITED - EQ NEW FV RS.10/-		



**Pledge**

Closing Balance: 1364516

Value (Rs.)122,533,537

Total Value of Holding(Prices as on 03-02-2022) Rs. 122,695,737

1. The market rates and valuation provided are only indicative and without any liability on the part of IDBI Bank Ltd.
  2. Queries if any may be communicated to the Bank within 30 days of the receipt of this letter.
  3. Please make payment to the Bank /your charge Bank Account with us, and same shall be debited, within 7 days. This may be treated as Debit advice. In case of late payment beyond 7 days, interest @18%p.a. may be charged for the delayed period.
  4. Following precautions to be observed by the investors with respect to DELIVERY INSTRUCTION SLIP (DIS):
    - > Not to leave signed or blank DIS with anyone.
    - > DIS booklet to be kept in safe custody.
    - > Before submitting the DIS, empty space should be strike out
    - > After submitting the DIS, collect an acknowledgement from DP.
    - > Avoid giving GENERAL POWER OF ATTORNEY to the brokers
  5. Investors can keep a track of their transactions in the Demat accounts by opting for internet-based facility offered by DP/NSDL's IDeAS facility or through the transaction statement received from DP in physical or through E-mail mode.
  6. Investors can avail the SMS Alert facility of NSDL, whereby they will receive alerts for various transactions executed in their DEMAT account
  7. Investors can confirm Pay-IN related instructions electronically on SPEED-e facility based on their instructions uploaded by pre-notified Clearing Members on SPEED-e. investors opting for e-DIS facility will not be required to enter instruction details on SPEED-e, obviating data entry errors, consumption of time for entering data etc.
  8. As go-green Initiative, from April 2015 we will send your statement of account in your registered e-mail ID. If you have not registered your mail ID yet, we request to register it along with your consent-to-receive the statement of account through e-mailID
- NOTE:- Demat Annual Maintenance Charges (AMC) will be revised to Rs. 550/- p.a for Regular customers and Rs. 450/- for Senior citizens (exclusive of Service tax) w.e.f July 1, 2017.

\*\*\*End Of Report\*\*\*

document.all.waitmsg.style.visibility='hidden';

**Disclaimer**



Sarma EVSV &lt;cs@suryalakshmi.com&gt;

**Fwd: Mail From IDBI Bank - Depository Services**

1 message

LNAFAMILYGROUP agarwal <lnafamilygroup@gmail.com>  
To: cs@suryalakshmi.com

Fri, Feb 4, 2022 at 3:22 PM

----- Forwarded message -----

From: esechelpdesk@idbibank.com <esechelpdesk@idbibank.com>  
Date: Fri, Feb 4, 2022 at 2:57 PM  
Subject: Mail From IDBI Bank - Depository Services  
To: lnafamilygroup@gmail.com <lnafamilygroup@gmail.com>

Your Request is Being Processed. Please Wait!!!



**IDBI BANK LIMITED**  
**DP ID : IN300450**

Mahavir House,, Basheerbagh Square,  
Hyderabad  
- 500029

Phone No : 91-4066746033 Fax No : 91-40-23220373

**Demat Statement of Account from 21-Sep-2021 To 31-Jan-2022**

<b>Name</b>	L N AGARWAL	<b>Client Id</b>	13993997
<b>Address</b>	105 S P ROAD 6TH FLOOR SURYA TOWERS SECUNDERABAD ANDHRA PRADESH 500003		
<b>Branch</b>	0002 / HYDERABAD - 0002		
<b>Category</b>	Non House Beneficiary	<b>Status</b>	Active
<b>Type / Sub Type</b>	Resident / Ordinary	<b>BSDA</b>	No

**No transactions recorded for the following ISINs during the given period and the Closing Balances as of 31-Jan-2022 are as under :**

<b>ISIN</b>	INE713B01026 / SURYALAKSHMI COTTON MILLS LIMITED - EQ NEW FV RS.10/-	<b>Closing Balance:</b>	370000
<b>Pledge</b>		<b>Value (Rs.)</b>	33,226,000

Total Value of Holding(Prices as on 03-02-2022) Rs. 33,226,000

1. The market rates and valuation provided are only indicative and without any liability on the part of IDBI Bank Ltd.
2. Queries if any may be communicated to the Bank within 30 days of the receipt of this letter.



3. Please make payment to the Bank /your charge Bank Account with us, and same shall be debited, within 7 days. This may be treated as Debit advice. In case of late payment beyond 7 days, interest @18%p.a. may be charged for the delayed period.

4. Following precautions to be observed by the investors with respect to DELIVERY INSTRUCTION SLIP (DIS):

- > Not to leave signed or blank DIS with anyone.
- > DIS booklet to be kept in safe custody.
- > Before submitting the DIS, empty space should be strike out
- > After submitting the DIS, collect an acknowledgement from DP.
- > Avoid giving GENERAL POWER OF ATTORNEY to the brokers

5. Investors can keep a track of their transactions in the Demat accounts by opting for internet-based facility offered by DP/NSDL's IDeAS facility or through the transaction statement received from DP in physical or through E-mail mode.

6. Investors can avail the SMS Alert facility of NSDL, whereby they will receive alerts for various transactions executed in their DEMAT account

7. Investors can confirm Pay-IN related instructions electronically on SPEED-e facility based on their instructions uploaded by pre-notified Clearing Members on SPEED-e. investors opting for e-DIS facility will not be required to enter instruction details on SPEED-e, obviating data entry errors, consumption of time for entering data etc.

8. As go-green Initiative, from April 2015 we will send your statement of account in your registered e-mail ID. If you have not registered your mail ID yet, we request to register it along with your consent-to-receive the statement of account through e-mailID

NOTE:- Demat Annual Maintenance Charges (AMC) will be revised to Rs. 550/- p.a for Regular customers and Rs. 450/- for Senior citizens (exclusive of Service tax) w.e.f July 1, 2017.

\*\*\*End Of Report\*\*\*

document.all.waitmsg.style.visibility='hidden';

Disclaimer





Sarman EVSV &lt;cs@suryalakshmi.com&gt;

**Fwd: Mail From IDBI Bank - Depository Services**

1 message

Csrkn Sarma <csrkn@suryalakshmi.com>  
 To: Sarman EVSV <cs@suryalakshmi.com>

Fri, Feb 4, 2022 at 6:27 PM

----- Forwarded message -----

From: esechelpdesk@idbibank.com <esechelpdesk@idbibank.com>  
 Date: Fri, Feb 4, 2022 at 5:58 PM  
 Subject: Mail From IDBI Bank - Depository Services  
 To: accounts@suryalakshmi.com <accounts@suryalakshmi.com>

Your Request is Being Processed. Please Wait!!!



**IDBI BANK LIMITED**  
**DP ID : IN300450**

Mahavir House,, Basheerbagh Square,  
 , Hyderabad  
 - 500029

Phone No : 91-4066746033 Fax No : 91-40-23220373

**Demat Statement of Account from 21-Sep-2021 To 31-Jan-2022**

<b>Name</b>	PARITOSH AGARWAL	<b>Client Id</b>	11085315
<b>Address</b>	H.NO. 8-2-316/F ROAD NO.14 BANJARA HILLS HYDERABAD 500034		
<b>Branch</b>	0002 / HYDERABAD - 0002		
<b>Category</b>	Non House Beneficiary	<b>Status</b>	Active
<b>Type / Sub Type</b>	Resident / Ordinary	<b>BSDA</b>	No

**No transactions recorded for the following ISINs during the given period and the Closing Balances as of 31-Jan-2022 are as under :**

<b>ISIN</b>	INE129A01019 / GAIL (INDIA) LIMITED - EQ	<b>Closing Balance:</b>	768
<b>Beneficiary</b>			
<b>ISIN</b>	INE178H01011 / MASANTOSHI INTERNATIONAL LIMITED - EQ	<b>Closing Balance:</b>	16000
<b>Beneficiary</b>			
<b>ISIN</b>	INE212Q01019 / P. B. FILMS LIMITED - EQ	<b>Closing Balance:</b>	15000
<b>Beneficiary</b>			
<b>ISIN</b>	INE879D01013 / PARBATI HOLDINGS LIMITED - EQ	<b>Closing Balance:</b>	4000
<b>Beneficiary</b>			
<b>ISIN</b>	INE713B01026 / SURYALAKSHMI COTTON MILLS LIMITED - EQ NEW FV RS.10/-	<b>Closing Balance:</b>	1478472
<b>Pledge</b>			



1. The market rates and valuation provided are only indicative and without any liability on the part of IDBI Bank Ltd.
  2. Queries if any may be communicated to the Bank within 30 days of the receipt of this letter.
  3. Please make payment to the Bank /your charge Bank Account with us, and same shall be debited, within 7 days. This may be treated as Debit advice. In case of late payment beyond 7 days, interest @18%p.a. may be charged for the delayed period.
  4. Following precautions to be observed by the investors with respect to DELIVERY INSTRUCTION SLIP (DIS):
    - > Not to leave signed or blank DIS with anyone.
    - > DIS booklet to be kept in safe custody.
    - > Before submitting the DIS, empty space should be strike out
    - > After submitting the DIS, collect an acknowledgement from DP.
    - > Avoid giving GENERAL POWER OF ATTORNY to the brokers
  5. Investors can keep a track of their transactions in the Demat accounts by opting for internet-based facility offered by DP/NSDL's IDeAS facility or through the transaction statement received from DP in physical or through E-mail mode.
  6. Investors can avail the SMS Alert facility of NSDL, whereby they will receive alerts for various transactions executed in their DEMAT account
  7. Investors can confirm Pay-IN related instructions electronically on SPEED-e facility based on their instructions uploaded by pre-notified Clearing Members on SPEED-e. investors opting for e-DIS facility will not be required to enter instruction details on SPEED-e, obviating data entry errors, consumption of time for entering data etc.
  8. As go-green Initiative, from April 2015 we will send your statement of account in your registered e-mail ID. If you have not registered your mail ID yet, we request to register it along with your consent-to-receive the statement of account through e-mailID
- NOTE:- Demat Annual Maintenance Charges (AMC) will be revised to Rs. 550/- p.a for Regular customers and Rs. 450/- for Senior citizens (exclusive of Service tax) w.e.f July 1, 2017.

\*\*\*End Of Report\*\*\*

document.all.waitmsg.style.visibility='hidden';

#### Disclaimer

—  
Thanks & Regards

Ch Sarma  
9951615034





Sarima EVSV &lt;cs@suryalakshmi.com&gt;

**Fwd: Mail From IDBI Bank - Depository Services**

1 message

**LNAFAMILYGROUP agarwal** <lnafamilygroup@gmail.com>  
To: cs@suryalakshmi.com

Fri, Feb 4, 2022 at 4:22 PM

----- Forwarded message -----

From: **esechelpdesk@idbibank.com** <esechelpdesk@idbibank.com>  
Date: Fri, Feb 4, 2022 at 3:43 PM  
Subject: Mail From IDBI Bank - Depository Services  
To: lnafamilygroup@gmail.com <lnafamilygroup@gmail.com>

Your Request is Being Processed. Please Wait!!!

**IDBI BANK LIMITED**  
**DP ID : IN300450**

Mahavir House,, Basheerbagh Square,  
, Hyderabad  
- 500029

Phone No : 91-4066746033 Fax No : 91-40-23220373

**Demat Statement of Account from 21-Sep-2021 To 31-Jan-2022**

<b>Name</b>	PADMINI AGARWAL	<b>Client Id</b>	11984267
<b>Address</b>	H.NO. 8-2-316/F ROAD NO.14 BANJARA HILLS HYDERABAD 500034		
<b>Branch</b>	0002 / HYDERABAD - 0002		
<b>Category</b>	Non House Beneficiary	<b>Status</b>	Active
<b>Type / Sub Type</b>	Resident / Ordinary	<b>BSDA</b>	No

**No transactions recorded for the following ISINs during the given period and the Closing Balances as of 31-Jan-2022 are as under :**

<b>ISIN</b>	INE178H01011 / MASANTOSHI INTERNATIONAL LIMITED - EQ		
<b>Beneficiary</b>		<b>Closing Balance:</b>	16000
		<b>Value (Rs.)</b>	80,000
<b>ISIN</b>	INE212Q01019 / P. B. FILMS LIMITED - EQ		
<b>Beneficiary</b>		<b>Closing Balance:</b>	15000
		<b>Value (Rs.)</b>	10,200
<b>ISIN</b>	INE879D01013 / PARBATI HOLDINGS LIMITED - EQ		
<b>Beneficiary</b>		<b>Closing Balance:</b>	4000
		<b>Value (Rs.)</b>	72,000
<b>ISIN</b>	INE335A01012 / SURYA ROSHNI LIMITED - EQ		
<b>Beneficiary</b>		<b>Closing Balance:</b>	163250

<https://mail.google.com/mail/u/0/?ik=a7e98d3bae&view=pt&search=all&permthid=thread-f%3A1723828101777437349%7Cmsg-f%3A172382810...> 1/2



		Value (Rs.)80,996,488
ISIN	INE713B01026 / SURYALAKSHMI COTTON MILLS LIMITED - EQ NEW FV RS.10/-	
Pledge		Closing Balance: 971815 Value (Rs.)87,268,987
ISIN	INE467B01029 / TATA CONSULTANCY SERVICES LIMITED - EQ NEW FV RE.1/-	
Beneficiary		Closing Balance: 488 Value (Rs.) 1,866,405

Total Value of Holding(Prices as on 03-02-2022) Rs. 170,294,079

1. The market rates and valuation provided are only indicative and without any liability on the part of IDBI Bank Ltd.
  2. Queries if any may be communicated to the Bank within 30 days of the receipt of this letter.
  3. Please make payment to the Bank /your charge Bank Account with us, and same shall be debited, within 7 days. This may be treated as Debit advice. In case of late payment beyond 7 days, interest @18%p.a. may be charged for the delayed period.
  4. Following precautions to be observed by the investors with respect to DELIVERY INSTRUCTION SLIP (DIS):
    - > Not to leave signed or blank DIS with anyone.
    - > DIS booklet to be kept in safe custody.
    - > Before submitting the DIS, empty space should be strike out
    - > After submitting the DIS, collect an acknowledgement from DP.
    - > Avoid giving GENERAL POWER OF ATTORNEY to the brokers
  5. Investors can keep a track of their transactions in the Demat accounts by opting for internet-based facility offered by DP/NSDL's IDeAS facility or through the transaction statement received from DP in physical or through E-mail mode.
  6. Investors can avail the SMS Alert facility of NSDL, whereby they will receive alerts for various transactions executed in their DEMAT account
  7. Investors can confirm Pay-IN related instructions electronically on SPEED-e facility based on their instructions uploaded by pre-notified Clearing Members on SPEED-e. investors opting for e-DIS facility will not be required to enter instruction details on SPEED-e, obviating data entry errors, consumption of time for entering data etc.
  8. As go-green Initiative, from April 2015 we will send your statement of account in your registered e-mail ID. If you have not registered your mail ID yet, we request to register it along with your consent-to-receive the statement of account through e-mailID
- NOTE:- Demat Annual Maintenance Charges (AMC) will be revised to Rs. 550/- p.a for Regular customers and Rs. 450/- for Senior citizens (exclusive of Service tax) w.e.f July 1, 2017.

\*\*\*End Of Report\*\*\*

document.all.waitmsg.style.visibility='hidden';

Disclaimer



**REGIONAL OFFICE, HYDERABAD**

Ref: DBS/891/Corpo/ 15 /2021-22

07<sup>th</sup> Feb 2022

<p>To</p> <p>National Stock Exchange of India Limited</p> <p>"Exchange Plaza" Bandra-Kurla Complex Bandra (East) <u>MUMBAI – 400 051</u></p> <p>Scrip Code: SURYALAXMI</p>	<p>To</p> <p>Department of Corporate Services, BSE Limited, 1<sup>st</sup> floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal street, Fort, <u>MUMBAI 400 001.</u></p> <p>Scrip Code: 521200</p>
--	---

**ANNEXURE II**

**Sub: Application for "In-principle approval" prior to issue and allotment of 21,33,000 share warrants on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015 by Suryalakshmi Cotton Mills Limited.**

In connection with above application for in-principle approval filed by Suryalakshmi Cotton Mills Limited, we hereby confirm and certify that:

- a) Sri. Paritosh Agarwal had pledged 7,50,000 equity shares held by them in Suryalakshmi Cotton Mills Limited with our institution towards collateral for loans availed by the Company.
- b) Suryalakshmi Cotton Mills Limited has proposed to issues and allot 4,92,800 share warrants on preferential basis under Chapter V of SEBI (ICDR) Regulations, 2018 Sri. Paritosh Agarwal, Smt. Padmini Agarwal.

In this regard, we confirm that we will not sell/transfer the above equity shares held by Sri. Paritosh Agarwal, which had been pledged with us in order to comply with the provisions of Regulation 167 (6) of SEBI (ICDR) Regulations, 2018 and amendments thereof, by the allottee(s) in respect of the aforesaid proposed preferential issue.

Thanking you,

Yours faithfully,  
For DBS Bank India Limited

*[Signature]*  
(Asst.Vice President)  
Authorised Signatory



**Registered Office**

DBS Bank India Ltd  
Baba Kharak  
Singh Marg,  
Connaught Place  
New Delhi  
110001  
[www.dbs.com/in](http://www.dbs.com/in)

**For Correspondence**

LVB House  
4/1 Sardar Patel  
Road  
Gulindy  
Chennai 600032  
[www.lvbank.com](http://www.lvbank.com)  
Tel: 1800 425  
2233

**Regional Office  
DBS Bank India Ltd**

2B & 2C Ground  
Floor, Aditya  
Trade Centre,  
Ameerpet,  
Hyderabad  
500038  
[www.dbs.com/in](http://www.dbs.com/in)

Ref. No. <sup>5330</sup> STCL/LEGAL/DJ/ST/2021-228<sup>th</sup> February, 2022

To National Stock Exchange of India Limited "Exchange Plaza" Bandra-Kurla Complex Bandra (East) MUMBAI – 400 051 Scrip Code: SURYALAXMI	To Department of Corporate Services, BSE Limited, 1 <sup>st</sup> floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal street, Fort, MUMBAI 400 001, Scrip Code: 521200
---	---

**ANNEXURE II**

**Sub: Application for "In-principle approval" prior to issue and allotment of 21,33,000 share warrants on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015 by Suryalakshmi Cotton Mills Limited.**

In connection with above application for in-principle approval filed by Suryalakshmi Cotton Mills Limited, we hereby confirm and certify that:

- Sri. L.N.Agarwal (Family Trust), Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padmini Agarwal and Sri. Vedant Agarwal have pledged 46,51,967 equity shares held by them in Suryalakshmi Cotton Mills Limited with our institution towards collateral for loans availed by the Company.
- Suryalakshmi Cotton Mills Limited has proposed to issues and allot 21,33, 000 share warrants on preferential basis under Chapter V of SEBI (ICDR) Regulations, 2018 to Sri. L.N.Agarwal (Family Trust), Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padmini Agarwal, Sri. Vedant Agarwal and Sri. Paritosh Agarwal (HUF).

In this regard, we confirm that we will not sell/transfer the above equity shares held by Sri. L.N.Agarwal (Family Trust), Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padmini Agarwal and Sri. Vedant Agarwal which had been pledged with us in order to comply with the provisions of Regulation 167 (6) of SEBI (ICDR) Regulations, 2018 and amendments thereof, by the allottee(s) in respect of the aforesaid proposed preferential issue.

Thanking you,

Yours faithfully,  
For **SBICAP Trustee Company Limited**

  
Authorised Signatory



  
www.sbicaptrustee.com  
+91 22 4302 5566  
+91 22 4302 5555  
+91 22 2204 0465  
corporate@sbicaptrustee.com

**Corporate Office :**  
4th Floor, Mistry Bhavan,  
122, Dinshaw Vachha Road,  
Churchgate, Mumbai,  
Pin - 400 020.

**Registered Office :**  
202, Maker Tower E,  
Cuffe Parade, Mumbai - 400 005.  
CIN : U65991MH2005PLC158386

*A Group Company of SBI*

To National Stock Exchange of India Limited "Exchange Plaza" Bandra-Kurla Complex Bandra (East) <b>MUMBAI - 400 051</b>	To Department of Corporate Services, BSE Limited, 1 <sup>st</sup> floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal street, Fort, <b>MUMBAI 400 001.</b>
Scrip Code: SURYALAXMI	Scrip Code: 521200

**ANNEXURE II**

**Sub: Application for "In-principle approval" prior to issue and allotment of 21,33,000 share warrants on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015 by Suryalakshmi Cotton Mills Limited.**

In connection with above application for in-principle approval filed by Suryalakshmi Cotton Mills Limited, we hereby confirm and certify that:

- a) Sri. Paritosh Agarwal, had pledged 5,00,000 equity shares held by them in Suryalakshmi Cotton Mills Limited with our institution towards collateral for loans availed by the Company.
- b) Suryalakshmi Cotton Mills Limited has proposed to issues and allot 4,92,800 share warrants on preferential basis under Chapter V of SEBI (ICDR) Regulations, 2018 to Sri. Paritosh Agarwal.

In this regard, we confirm that we will not sell/transfer the above equity shares held by Sri. Paritosh Agarwal which had been pledged with us in order to comply with the provisions of Regulation 167 (6) of SEBI (ICDR) Regulations, 2018 and amendments thereof, by the allottee(s) in respect of the aforesaid proposed preferential issue.

Thanking you,

Yours faithfully,

For **Axis Bank Limited**



**Authorised Signatory**



# SURYALAKSHMI COTTON MILLS LTD

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

Date: 07/02/2022

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sir,

**Sub: Application for "In-principle approval" prior to issue and allotment of 21,33,000 Equity share warrants on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.**

In connection with above application for in-principle approval, we hereby confirm and certify that the proposed allottees Sri. L.N.Agarwal (Family Trust), Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Sri. Padmini Agarwal, and Sri. Vedant Agarwal will not sell/transfer 59,01,967 equity shares which have been pledged with the **SBICAP Trustee Company Limited, Axis Bank Limited and DBS Bank of India Limited**, even if these shares are released from pledge at any time between the relevant date and a period of six months from the date of latest trading approval granted by the recognized stock exchanges for the aforesaid shares.

Further, such shares shall be locked-in for the balance period from the date of release of pledge till six months from the date of trading approval as required under provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and amendments thereof.

Thanking you,

Yours faithfully,

for SURYALAKSHMI COTTON MILLS LIMITED

  
E.V.S.V.SARMA  
Company Secretary



GOVERNMENT RECOGNISED EXPORT HOUSE  
Regd. Office : Surya Towers, 6th Floor, 105 Sardar Patel Road, Secunderabad - 500 003. Telangana, INDIA  
CIN Number : L17120TG1962PLC000923  
Phone : +91-40-27885200, 27819856 / 57

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

**L.N. AGARWAL**

(Chairman & Managing Director)

Date: 07/02/2022

From

L.N. Agarwal

Promoter

DP/Client ID: IN30045011085358



To

The Chief General Manager

Listing Operation,

BSE Limited,

20<sup>th</sup> Floor, P.J.Towers,

Dalal Street,

Mumbai - 400 001.

Dear Sir,

**Sub: Application for "In-principle approval" prior to issue and allotment of 21,33,000 Equity share warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

In connection with above application for in-principle approval, i/we hereby confirm and certify that i/we will not sell/transfer 59,01,967 equity shares which have been pledged with the **SBICAP Trustee Company Limited, Axis Bank Limited and DBS Bank of India Limited** even if these shares are released from pledge at any time between the relevant date and a period of 90 trading days from the last date of trading approval for equity shares issued on preferential basis, from all the Stock Exchanges to be in compliance with Regulation 167(6) of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2018. We further confirm that these shares shall be locked-in for the balance period from the date of release of pledge till 90 trading days from the last date of trading approval for equity shares issued on preferential basis, from all the Stock Exchanges to be in compliance with Regulation 167(6) of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2018. We further agree to intimate the company immediately upon the release of pledge by the bank/ financial institution, where the same has been released within the 6 months from the last date of trading approval for equity shares issued on preferential basis, from all the Stock Exchanges.

Thanking you,

L.N. Agarwal

Chairman & Managing Director



**SURYALAKSHMI COTTON MILLS LTD.**

**GOVERNMENT RECOGNISED EXPORT HOUSE**

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

PHONE : 30571600, 27819856/57, Fax : 91-040-27846854

**E-MAIL** : Slcmltd@suryalakshmi.com **WEBSITE** : www.suryalakshmi.com



**K. V. CHALAMA REDDY**

*B.Sc., LL.B., F.C.S.,*  
COMPANY SECRETARY  
M.No.: F 9268, C.P.No.5451

Plot No. 8-2-603/23/3 & 8-2-603/23, 15,  
02<sup>nd</sup> Floor, HSR Summit, Banjara Hills,  
Road No. 10, Hyderabad -500034  
Ph: 9848014503  
e-mail: kvcr133@gmail.com

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J.Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of 21,33,000 Equity share warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, K.V.Chalama Reddy, Practicing Company Secretary (M.No.F9268, C.P.No.5451) have verified the relevant records and documents of Suryalakshmi Cotton Mills Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Sri. L.N.Agarwal (TRUST)	IN300450	37,00,00	31/01/2022	90 trading days from the date of allotment
Sri. L.N.Agarwal	IN300450	13,64,516		
Smt. Padmini Agarwal	IN300450	9,71,815		
Sri. Vedant Aharwal	IN300450	17,17,164		
Sri. Paritosh Agarwal (HUF)	IN300450			
Sri. Paritosh Agarwal	IN300450	14,78,472		

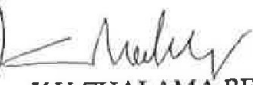
1



*[Handwritten Signature]*

- c) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the regulation 164 of SEBI (ICDR) regulations 2018 as amended from time to time."



  
K.V. CHALAMA REDDY  
Practicing Company Secretary  
Membership No. F9268, C.P. No.: 5451

Date: 05/02/2022



**K. V. CHALAMA REDDY**

*B.Sc., LL.B., F.C.S.,*

COMPANY SECRETARY

M.No.: F 9268, C.P.No.5451

Plot No. 8-2-603/23/3 & 8-2-603/23, 15,  
02<sup>nd</sup> Floor, HSR Summit, Banjara Hills,  
Road No. 10, Hyderabad -500034

Ph: 9848014503

e-mail: [kycr133@gmail.com](mailto:kycr133@gmail.com)

Annexure V

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sir,

**Sub: Application for "In-principle approval" prior to issue and allotment of 21,33,000 Equity share warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**


1. I, K.V.Chalama Reddy, Practising Company Secretary (M.No.F9268, C.P.No.5451) hereby certify that the minimum issue price for the proposed preferential issue of Suryalakshmi Cotton Mills Limited, based on the pricing formula prescribed under Regulation 164 / 165 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs. 85/-.

The relevant date for the purpose of said minimum issue price was Rs.85/-.

2. I hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations, 2018.
3. The workings for arriving at such minimum issue price have been attached herewith.

Date: 05/02/2022  
Place: Hyderabad



  
K.V.CHALAMA REDDY  
Practising Company Secretary  
M. No.: F9268, C.P.No.: 5451

