SURYALAKSHMI COTTON MILLS LTD

(AN IS/ISO 9001 : 2008 & ISO 14001 : 2004 CERTIFIED COMPANY)

February 23, 2019.

To

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (East)
MUMBAI – 400 051

Dear Sir,

Sub : **Postal Ballot Notice**
Scrip Code : **SURYALAXMI**

With reference to the above stated subject, please find enclosed herewith the Postal Ballot Notice sent to shareholders, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking consent of the shareholders to reappoint / continue the Directorship of Non-Executive Directors who have attained the age of 75 years as per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you,

Yours faithfully,
for **SURYALAKSHMI COTTON MILLS LIIMITED**

L.N.AGARWAL
CHAIRMAN & MANAGING DIRECTOR

SURYALAKSHMI

SURYALAKSHMI COTTON MILLS LIMITED

Registered Office: 105, 6th Floor, Surya Towers, S.P. Road, Secunderabad 500 003.
(CIN: L17120TG1962PLC000923)
Website: www.suryalakshmi.com **Email:** slcmltd@suryalakshmi.com
Ph.no.: 040-27885200, 27819856, **Fax:** 040-27846854

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to other applicable laws and regulations, that the Special Resolutions appended below are proposed to be passed by the Members by way of Postal Ballot by giving their assent/ dissent. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons therefor is annexed hereto along with a Postal Ballot Form.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. Please read carefully and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner, the result of the postal ballot will be announced on or before 06.00 P.M. on Wednesday, March 27, 2019 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website: **www.suryalakshmi.com** and also on the noticeboard placed at the Registered Office of the Company besides communicating the same to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The result of the postal ballot shall also be announced through newspaper advertisement. Results will also be posted on the Company's website **www.suryalakshmi.com** and on website of Karvy Fintech Private Limited, https://evoting.karvy.com.

1. **To consider the reappointment of Sri R.Surender Reddy as an Independent Director for the period April 1, 2019 to March 31, 2024.**

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

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and relevant Rules made there under and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, Sri R.Surender Reddy (DIN:00083972), Independent Director of the Company, aged 87 years, whose continuation in office with effect from April 1,2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to reappoint Sri R.Surender Reddy as an Independent Director of the Company to hold office for a second consecutive term of five years from April 1, 2019 to March 31, 2024.

2. **To continue the appointment of Sri Navrang Lal Tibrewal as an Independent Director for the remaining period of the current term:**

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

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and relevant Rules made there under and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, Sri Navrang Lal Tibrewal (DIN:00030151), Independent Director of the Company, aged 82 years, whose continuation in office with effect from April 1,2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Sri Navrang Lal Tibrewal as an Independent Director of the Company, to hold office for his remaining term of office with effect from 1st April, 2019 to 28th July, 2020."

Suryalakshmi Cotton Mills Ltd. Secunderabad

3. **To continue the appointment of Sri R.S.Agarwal as an Independent Director for the remaining period of the current term:**

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and relevant Rules made there under and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, Sri R.S.Agarwal (DIN:00012594), Independent Director of the Company, aged 76 years, whose continuation in office with effect from 01 April,2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Sri R.S.Agarwal (DIN: 00012594) as an Independent Director of the Company, to hold office for his remaining term of office with effect from 1st April, 2019 to 28th July, 2020."

By Order of the Board
for **Suryalakshmi Cotton Mills Limited**

L.N.Agarwal
Chairman &Managing Director
DIN : 00008721

Date: February 11, 2019.
Place: Secunderabad

Notes:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Company has appointed Mr.K.V.Chalama Reddy, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the Member.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on February 15, 2019.
5. You are requested to read carefully the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5.00P.M on Tuesday, March 26, 2019. The envelope may also be deposited personally at the address given thereon. Consent received thereafter shall be treated as if the reply from the Member has not been received. Also, no other form or photocopy thereof is permitted. However, an envelope containing postal ballot if sent by any other mode at the expenses of the registered Members will also be accepted.
6. **The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.** In case a Member desires to exercise his vote by using e-voting facility then he/she has to carefully follow the instructions as given for E-voting printed on the back side of the Postal Ballot Form. He/ she can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period (i.e., till the last date of receipt of Postal Ballot), whichever is earlier.

   Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Registered Office of the Company and send/submit the same by post to Karvy Fintech Private Limited (Formerly known as Karvy Computer share Private Limited), (Unit: Suryalakshmi Cotton Mills Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State,India.

7. **Voting through electronic means**

   In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on February 15, 2019 (end of day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by the RTA of the Company, Karvy Fintech Private Limited (Karvy).

8. **The instructions for voting are as under:**

   A. **Procedure and instructions for e-voting**

   The procedure and instructions for E-voting are as follows:

   i) Open your web browser during the voting period and navigate to https://evoting.karvy.com.

Suryalakshmi Cotton Mills Ltd. Secunderabad

ii) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Characters DP ID followed by 8 Digits Client ID. b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event No. followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic Notice.
Captcha	Enter the Verification code i.e. enter the alphabets and numbers in the exact wayas they are displayed, for security reasons.

iii) Please contact Toll free No. 1800 3454001 for any further clarifications.

iv) The e-Voting period commences on Monday, February 25, 2019 at 10.00 A.M (IST)and ends on Tuesday, March 26, 2019 at 05.00 PM (IST). E-voting module will be disabled after 05.00 P.M., on March 26, 2019 for E-voting by the Members.

v) After entering these details appropriately, click on "LOGIN".

vi) 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.

vii) The new password has to be minimum eight characters consisting of atleast one upper case (A-Z),one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on 1st 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.

viii) You need to login again with the new credentials.

ix) On successful login, system will prompt to select the 'Event' i.e. 'Suryalakshmi Cotton Mills Limited'.

x) 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 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 in the Company. If the shareholder do not want to cast his/her vote, select 'ABSTAIN'.

xi) 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.

xii) Once you 'CONFIRM' your vote on the Resolution(s), you will not be allowed to modify your vote.

xiii) Corporate/Institutional Members (Corporate /FIs/FIIs/FPIs/Trust/Mutual Funds/Banks etc.), are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through email to kvcr133@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name EVENT No."

xiv) Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.

B. Process and manner for members opting for voting through Postal Ballot

i) A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to 'The Scrutinizer, Mr. K.V.Chalama Reddy, Company Secretary in Practice, C/o. Karvy Fintech Private Limited, Unit: Suryalakshmi Cotton Mills Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India in the attached self-addressed Business Reply Envelope so as to reach on or before 05.00 P.M on Tuesday, March 26, 2019.

Suryalakshmi Cotton Mills Ltd. Secretarial

ii) The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.

iii) The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.

iv) The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.

v) The consent must be accorded by recording the assent in the Column **"FOR"** and dissent in the Column**"AGAINST"** by placing a tick (S) mark in the appropriate column.

vi) There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member(s).

vii) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority Letter.

viii) A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 05.00 P.M (IST) March 26, 2019.

ix) Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

x) A Member need not use all the votes, nor needs to cast all the votes in the same way.

xi) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected,

xii) Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.

xiii) Corporate/institutional Members (Corporate/ Fls/foreign institutional investors/ trust/ mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to kvcr133@gmail.com with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name EVENT No."

xiv) The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on March 27, 2019 on /before 06.00 P.M (1ST) at the Registered Office of the Company and the Resolution will be taken as passed, if the results of the Postal Ballots/ E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results will be published on the website of the Company, www. suryalakshmi.com besides being notified to NSE/BSE Limited, where the Company's shares are listed. Results will also be posted on the Website of Karvy Fintech Private Limited, https://evoting.karvy.com.

C. General Instructions

i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.

ii) Members may alternatively opt for E-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl.No. 8A. (i) to (xii) under heading A above to vote through E-voting platform.

iii) In the event, a member casts his votes through both the processes i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be considered as invalid.

iv) The E-voting period commences from 10.00 A.M (1ST) on Monday, February 25, 2019 and ends on 05.00 P.M (IST) on Tuesday, March 26, 2019. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of February 15, 2019 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



v) Mr. E.V.S.V.Sarma, Company Secretary, Suryalakshmi Cotton Mills Limited, Regd. Office: 6th Floor, Surya Towers, 105, S.P.Road, Secunderabad, Telangana, 500003, India, Phone No. 040-27885200 is responsible to address the grievances connected with the E-voting and Postal Ballot.

vi) The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date for voting i.e., March 26, 2019.

vii) The results will be published on the website of the Company,www.suryalakshmi.com besides being notified to NSE/BSE Limited, where the Company's shares are listed. Results will also be posted on the Website of Karvy Fintech Private Limited, https://evoting.karvy.com.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 forming part of the notice

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 3.

Item No.1:

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. As Sri R. Surender Reddy is aged 87 years and his current term of appointment ends on May 26, 2019 the Nomination and Remuneration Committee deemed it proper to recommend his reappointment for a second consecutive term of five years from April 1, 2019 i.e. March 31, 2024. The Board of Directors approved the same subject to the approval of the members by way of a Special resolution.

A profile of Sri R. Surender Reddy and justification for his reappointment is given hereunder:

Sri R. Surender Reddy was a Member of Parliament for four terms and was a member of Andhra Pradesh Legislative Assembly also for tenure four terms. Previously he was on the Boards of Andhra Bank and A.P. State Financial Corporation. He has been the Chairman of Hyderabad Race Club for several years and is very well known in corporate circles. Presently he is on the board of Suryalata Spinning Mills Limited, Surana Solar Limited, Lakshmi Finance and Industrial Corporation Limited, Hyderabad Race Club and HRC Recreation Chambers. His rich and diverse experience in business and politics will immensely benefit the company.

Sri R.Surender Reddy holds 28000 equity shares in the Company. The terms and conditions of reappointment of Sri R.Surender Reddy shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The reappointment of Sri R.Surender Reddy as a Non-Executive Independent Director of the Company for a second consecutive term of five years with effect from April 1,2019 is recommended by the Nomination and Remuneration Committee and the board at their meetings held on February 11, 2019.

None of the Directors other than Sri R.Surender Reddy himself or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Your Directors recommend the resolution for your approval.

Item No. 2:

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Sri Navrang Lal Tibrewal is aged 82 years and his continuation on the Board is considered desirable.

A brief justification for his continuation as Non-Executive Director on the Board of the Company with effect from April 1, 2019 is as under:



Sri Navrang Lal Tibrewal is an Advocate by profession and was appointed as a Judge of the Rajasthan High Court in 1990 and acting Chief Justice of Rajasthan High Court in May, 1998 and was subsequently appointed as the Governor of Rajasthan and he retired as such in January, 1999. His rich and diverse experience in corporate laws and legal background will immensely benefit the company

Sri NavrangLal Tibrewal does not hold any equity share in the Company. The terms and conditions of continuation of appointment of Sri Navrang Lal Tibrewal shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The continuation of appointment of Sri Navrang Lal Tibrewal as Non-Executive Independent Director of the Company with effect from April 1, 2019 till 28th July 2020 is recommended by the Nomination and Remuneration Committee and the board subject to the approval of the members at their meetings held on February 11, 2019.

None of the Directors other than Sri Navrang Lal Tibrewal himself or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Your Directors recommend the resolution for your approval.

Item No. 3:

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Sri R.S. Agarwal is aged 76 years and his continuation on the Board is considered desirable.

Further, the name of Sri R.S.Agarwal has been featured in the website of Ministry of Corporate Affairs for disqualification under Section 164(2) of the Companies Act, 2013 regarding Orion Alloy & Strips Limited. Sri R.S.Agarwal had submitted that he had never provided his consent to act as a Director in Orion Alloy & Strips Limited and that the said company had forged his signature in the consent letter and created false documents. He had initially obtained a stay from Hon'ble High Court of Delhi against his disqualification from acting as Director. Subsequently, the court has set aside the disqualification vide its order dated 11-01-2018, subject to any further order that may be passed by the Registrar of Companies, Delhi, on consideration of his representation. Sri R.S.Agarwal has confirmed that as on the date of this notice, the Registrar of Companies has not passed any order on his representation.

A brief justification for his continuation as Non-Executive Director on the Board of the Company with effect from April 1, 2019 is as under:

Sri R.S.Agarwal, B.Sc., B.E. (Chemical Engineering) started his career in 1965 and after serving in various capacities with a leading paper mill of Northern India for 9 years and with Industrial Development Bank of India (IDBI) for 28 years, retired as Executive Director of IDBI. Sri R.S. Agarwal is presently on the boards of The Ramco Cements Limited, Ramco Industries Limited, Ramco Systems Limited, Suryalata Spinning Mills Limited, GVK Jaipur Expressway Private limited. His rich and diverse experience in corporate finance will immensely benefit the company.

Sri R.S.Agarwal holds NIL equity shares in the Company. The terms and conditions of continuation of appointment of Sri R.S. Agarwal shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The continuation of appointment of Sri R.S. Agarwal as Non-Executive Independent Director of the Company with effect from April 1, 2019 till July 28, 2020 is recommended by the Nomination and Remuneration Committee and the board at their meeting held on February 11, 2019.

None of the Directors other than Sri R.S.Agarwal himself or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

Your Directors recommend the resolution for your approval.

By Order of the Board

for **Suryalakshmi Cotton Mills Limited**

Date: 11th February, 2019
Place: Secunderabad

L.N.AGARWAL
Chairman &Managing Director
DIN : 00008721

Details of Directors being reappointed/whose continued appointment is sought in the Postal Ballot Notice dated February 11, 2019 is as follows:

Annexure to the Postal Ballot Notice dated February 11, 2019 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]				
S. No	Particulars	Name of the Director		
		Sri. R. Surender Reddy (DIN: 00083972)	Sri. Navrang Lal Tibrewal (DIN: 00030151)	Sri. Radhey Shyam Agarwal (DIN: 00012594)
1	Date of Birth & Age	10/10/1931 and 87 Years	17/01/1937 and 82 Years	02/10/1942 and 76 Years
2	Date of first appointment	26/09/1983 (Re-appointed for a period of five years with effect from 27/05/2014)	30/07/2001 (Re-appointed for a period of five year with effect from 29/07/2015)	31/07/2003 (Re-appointed for a period of five year with effect from 29/07/2015)
3	Nature of appointment (appointment / re-appointment)	Reappointment as an Independent Director for his second consecutive term	Continuation of Directorship as an Independent Director for the balance period of term	Continuation of Directorship as an Independent Director for the balance period of term
4	Shareholding in the company	28000	NIL	NIL
5	Qualifications	B.Com	B.A., LL.B	B.Sc., B.E. (Chem. Engg.)
6	Experience and Expertise in specific functional areas	More than four decades of public service as Member of Parliament and Member of Legislative Assembly.	He was appointed as a Judge of the Rajasthan High Court in 1990 and acting Chief Justice of Rajasthan High Court in May 1998 and subsequently appointed as Governor of Rajasthan and retired in January, 1999.	Held various positions in Industrial Development Bank of India (IDBI) for a period of 28 years and retired as Executive Director.
7	Directorships in other Listed Companies	(1) Suryalata Spinning Mills Limited (2) Surana Solar Limited (3) Lakshmi Finance and Industrial Corporation Ltd. (4) Bhagyanagar India Limited	NIL	(1) Suryalata Spinning Mills Limited. (2) The Ramco Cements Limited (3) Ramco Industries Limited (4) Ramco Systems Limited
8	Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company
9	Terms and Conditions of appointment / re-appointment	Reappointment as an Independent Director of the Company, to hold office for his second consecutive term of five years from 01/04/2019 to 31/03/2024.	Continue his appointment as an Independent Director of the Company, to hold office for his remaining term of office with effect from 01/04/2019 to 28/07/2020	Continue his appointment as an Independent Director of the Company, to hold office for his remaining term of office with effect from 01/04/2019 to 28/07/2020
10	Shareholding in the Company	Holds 28000 Equity Shares	Holds NIL Equity Shares	Holds NIL Equity Shares



Annexure to the Postal Ballot Notice dated February 11, 2019 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]				
S. No	Particulars	Name of the Director		
		Sri. R. Surender Reddy (DIN: 00083972)	**Sri. Navrang Lal Tibrewal (DIN: 00030151)**	**Sri. Radhey Shyam Agarwal (DIN: 00012594)**
11	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.22500/- was paid as Sitting fees during the Financial Year ended March 31, 2018.	Rs.22,500/- was paid as Sitting fees during the Financial Year ended March 31, 2018.	Rs.30,000/- was paid as Sitting fees during the Financial Year ended March 31, 2018.
12	The number of Meetings of the Board attended during the year	3 out of 4	3 out of 4	4 out of 4
13	Membership/ Chairmanship of Committees of other Boards	**Lakshmi Finance and Industrial Corporation Limited** Chairman of Audit Committee Member: Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee, Risk Management Committee. **Suryalata Spinning Mills Limited** Chairman of Audit Committee Member: CSR Committee. **Bhagyanagar India Limited** Chairman of Nomination & Remuneration Committee and Member of Audit Committee **Surana Solar Limited** Chairman of Nomination & Remuneration Committee and Member of Audit Committee	N/A	**The Ramco Cements Limited** Chairman: Audit Committee and Nomination & Remuneration Committee **Ramco Industries Limited** Chairman: Audit Committee and Nomination & Remuneration Committee. Member of CSR Committee. **Suryalata Spinning Mills Limited** Member of Audit Committee Member of Nomination & Remuneration Committee.



Suryalakshmi Cotton Mills Limited

CIN:L17120TG1962PLC000923
Registered Office: Surya Towers, 6th Floor, Sardar Patel Road, Secunderabad - 500 003, Telangana, India.
Phone : +91-40-27885200, 27819856 /857, Fax :+91-40-27846854
Email Id : slcmltd@suryalakshmi.com Website : www.suryalakshmi.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the sole / first named Member :

2. Name(s) of the Joint Member(s) if any :

3. Registered Folio No. / DP ID No./ Client ID No.* (*Applicable to investors holding shares in dematerialized form) :

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated February 11, 2019, by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolution by placing a tick(P) mark at the appropriate box below:

ItemNo.	Description	No. of Equity Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	To reappoint Sri R.Surender Reddy as an Independent Director for a second consecutive term of five years from April 1, 2019.			
2.	To continue the appointment of Sri Navrang Lal Tibrewal as an Independent Director for the remaining period of the current term.			
3.	To continue the appointment of Sri RS.Agarwal as an Independent Director for the remaining period of the current term.			

Place :
Date :

Signature of the Member

Suryalakshmi Cotton Mills Ltd. Secunderabad