SURYALAKSHMI COTTON MILLS LTD

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

August 29, 2017.

To,

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

Dear Sir,

Ref.: **SURYALAXMI**
Reg.: Reg.. 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – details of voting results at the 54th Annual General Meeting of the Company held on 28th August, 2017.

Pursuant to Reg. 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of Voting Results at the 54th Annual General Meeting of the Company held on Monday, 28th August, 2017 at Rajdhani Hall, 1st Floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S.D.Road, Secunderabad–500003 are enclosed as per the prescribed format.

Further, we are also enclosing the Consolidated Scrutinizer's Report of Remote E-Voting, Postal Ballot and Physical Voting at Annual General Meeting.

The above are also uploaded on the Company's website.

This is for your information and records.

Thanking you,

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

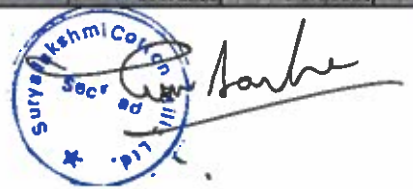
E.V.S.V.SARMA
COMPANY SECRETARY

	SURYALAKSHMI COTTON MILLS LIMITED
Date of the AGM/EGM	28-08-2017
Total number of shareholders on record date	8941
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	619
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited statement of Profit and Loss for the year ended 31st March, 2017 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9326889	6303857	67.5880	6303857	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6303857	67.588	6303857	0	100	0
Public- Institutions	E-Voting	218062	104896	48.1038	104896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		104896	48.1038	104896	0	100	0
Public- Non Institutions	E-Voting	7127339	308422	4.3273	308422	0	100.0000	0.0000
	Poll		3651	0.0512	2035	1616	55.7381	44.2618
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		312073	4.3785	310457	1616	99.4822	0.5178
	Total	16672290	6720826	40.3114	6719210	1616	99.9760	0.0240

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare Dividend on Equity shares of the Company for the year ended 31st March, 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		6303857	67.5880	6303857	0	100.0000	0.0000
	Poll	9326889	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6303857	67.588	6303857	0	100	0
	E-Voting		104896	48.1038	104896	0	100.0000	0.0000
	Poll	218062	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		104896	48.1038	104896	0	100	0
	E-Voting		308422	4.3273	308422	0	100.0000	0.0000
	Poll	7127339	3651	0.0512	3351	300	91.7830	8.2169
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		312073	4.3785	311773	300	99.9039	0.0961
	Total	16672290	6720826	40.3114	6720526	300	99.9955	0.0045

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on Preference Shares.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		6303857	67.5880	6303857	0	100.0000	0.0000
	Poll	9326889	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6303857	67.588	6303857	0	100	0
	E-Voting		104896	48.1038	104896	0	100.0000	0.0000
	Poll	218062	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		104896	48.1038	104896	0	100	0
	E-Voting		308422	4.3273	308422	0	100.0000	0.0000
	Poll	7127339	3351	0.0470	1735	1616	51.7755	48.2244
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		311773	4.3743	310157	1616	99.4817	0.5183
	Total	16672290	6720526	40.3096	6718910	1616	99.9760	0.0240

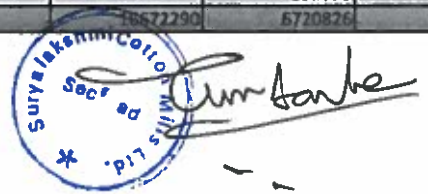


Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Reappointment of Sri Paritosh K. Agarwal, Director liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9326889	6303857	67.5880	6303857	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6303857	67.588	6303857	0	100	0
Public- Institutions	E-Voting	218062	104896	48.1038	104896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		104896	48.1038	104896	0	100	0
Public- Non Institutions	E-Voting	7127339	308422	4.3273	306010	2412	99.2179	0.7820
	Poll		3651	0.0512	3651	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		312073	4.3785	309661	2412	99.2271	0.7729
	Total	16672290	6720826	40.3114	6718414	2412	99.9641	0.0359

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Statutory Auditors and fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9326889	6303857	67.5880	6303857	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6303857	67.588	6303857	0	100	0
Public- Institutions	E-Voting	218062	104896	48.1038	00	104896	0.0000	100.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		104896	48.1038	0	104896	0	100
Public- Non Institutions	E-Voting	7127339	308422	4.3273	306010	2412	99.2179	0.7820
	Poll		3651	0.0512	3651	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		312073	4.3785	309661	2412	99.2271	0.7729
	Total	16672290	6720826	40.3114	6613518	107308	98.4034	1.5966

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratify the remuneration of Cost Auditor.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9326889	6303857	67.5880	6303857	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6303857	67.588	6303857	0	100	0
Public- Institutions	E-Voting	218062	104896	48.1038	104896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		104896	48.1038	104896	0	100	0
Public- Non Institutions	E-Voting	7127339	308422	4.3273	308422	0	100.0000	0.0000
	Poll		3651	0.0512	3651	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		312073	4.3785	312073	0	100	0
	Total	16672290	6720826	40.3114	6720826	0	100.0000	0.0000

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Amendment in Articles of Association.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9326889	6303857	67.5880	6303857	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6303857	67.588	6303857	0	100	0
Public- Institutions	E-Voting	218062	104896	48.1038	104896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		104896	48.1038	104896	0	100	0
Public- Non Institutions	E-Voting	7127339	308422	4.3273	308422	0	100.0000	0.0000
	Poll		3651	0.0512	3651	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		312073	4.3785	312073	0	100	0
	Total	16672290	6720826	40.3114	6720826	0	100.0000	0.0000



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification and Approval of Mortgage.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9326889	6303857	67.5880	6303857	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6303857	67.588	6303857	0	100	0
Public- Institutions	E-Voting	218062	104896	48.1038	104896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		104896	48.1038	104896	0	100	0
Public- Non Institutions	E-Voting	7127339	306010	4.2935	306010	0	100.0000	0.0000
	Poll		3651	0.0512	3651	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		309661	4.3447	309661	0	100	0
	Total	16672296	6718414	40.2969	6718414	0	100.0000	0.0000

Sulakshmi Cotton Mills Ltd. Sec's ad

K.V. Chalama Reddy
B.Sc., LL.B., F.C.S
COMPANY SECRETARY
C.P. No. 5451

Flat No. 301, Madhava Apts.,
Hill Colony, Khairatabad,
Hyderabad - 500 004.
Phone : 040-2332 7467
Mobile : 98480 14503
E-mail : kvcr133@gmail.com

Consolidated Scrutinizer's Report

To,
Mr. Lakshmi Narayan Agarwal
The Chairman of Annual General Meeting of Surya Lakshmi Cotton Mills Ltd held on Monday,
The 28th August, 2017 at 10.30 A.M

Dear Sir,

SUB: - Consolidated Scrutinizer's Report of Remote e-voting and Physical Voting at Annual General Meeting (AGM)

REF: - Notice of Annual General Meeting of Surya Lakshmi Cotton Mills Ltd (the Company) held on Monday, the 28th August, 2017 at 10.30 A.M at Rajdhani Hall, 1st Floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S.D. Road, Secunderabad-500003

I, K. V. Chalama Reddy, Company Secretary in Practice was appointed as scrutinizer to scrutinize the remote e-voting and to scrutinize the physical ballot (Poll) voting process for the shareholders who have not exercisized their right to vote through remote e-voting process and cast their votes at the Annual General Meeting of the Company held on Monday, the 28th August, 2017 at 10.30 A.M

The Registrar and Share Transfer Agent, (RTA & Service Provider), M/s. Karvy Computershare Private Limited, has provided a system for recording the electronic votes of the shareholders on all the items of the business (both ordinary and special business) sought to be transacted at the Annual General Meeting (AGM) of the Company. The Service Provider had set up an e-voting facility on their website on https://evoting.karvy.com.

The Company has also allowed physical voting through ballot system for those shareholders, who are present at the meeting and have not opted to vote through e-voting process at the venue of Annual General Meeting of the Company.

I hereby submit my report as under:

1. The remote e-voting period started from 24th August, 2017 (9.00 a.m IST) and ended 27th August, 2017 (5.00 p.m IST). Upon conclusion of the e-voting period, the remote e-voting votes were unblocked on Monday, 28th August, 2017 at 12.07 P.M. in the presence of two witnesses Mr. R Mallikarjun Reddy and Mr. S. Chandra kanth, who are not in employment of the Company.

2. At the AGM, Physical Ballots duly filled were deposited in the ballot box kept open for voting, and upon completion, the same were unlocked in my presence.

K.V. CHALAMA REDDY C.P. No. 5451 Company Secretary

3. The shareholders who are holding shares as on 21st August, 2017 being the cut-off date, were entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.

4. On completion of voting at the meeting, the service provider, M/s. Karvy Computershare Private Limited provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.

5. I have collated the votes downloaded from e-voting system and the votes cast through physical ballot to declare the final results for each of the resolution forming part of the AGM notice and ascertained number of shares voted "in favour" or "against" or invalidated/abstained votes".

6. Soft copy of list of members, for both voting at the AGM as well as remote e-voting containing the details of members who vote 'FOR', 'AGAINST' and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary. After the announcement of the results by the Company.

I hereby submit Consolidated Report on voting at the AGM as well as remote e-voting provided by the Company as per the provisions of Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations 2015, containing the following results for each resolution of the notice of AGM :

ITEM NO.1:

To receive, consider and adopt the audited statement of Profit and Loss for the year ended 31st March, 2017 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon. - Ordinary Resolution

(i) Voted in favour of the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	2,035	0.030
E-voting	26	67,17,175	99.946
Total	63	67,19,210	99.976

(ii) Voted against the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	1,616	0.024
E-voting	0	0	0
Total	1	1,616	0.024

(iii) Invalid/ Abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

ITEM NO.2:

To declare Dividend on Equity shares of the Company for the year ended 31st March, 2017.- Ordinary Resolution

(i) Voted in favour of the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	3,351	0.050
E-voting	26	67,17,175	99.946
Total	63	67,20,526	99.996

(ii) Voted against the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	300	0.004
E-voting	0	0	0
Total	1	300	0.004

(iii) Invalid/ Abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

ITEM NO.3:

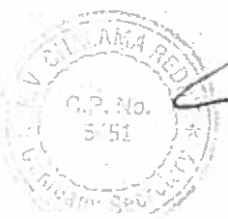
To declare dividend on Preference Shares: - Ordinary Resolution

(i) Voted in favour of the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	36	1,735	0.026
E-voting	26	67,17,175	99.950
Total	62	67,18,910	99.976

(ii) Voted against the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	1,616	0.024
E-voting	0	0	0
Total	1	1,616	0.024



(iii) Invalid/ Abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Physical	1	300
E-voting	0	0
Total	1	300

ITEM NO.4:

Reappointment of Sri Paritosh K. Agarwal, Director liable to retire by rotation: - Ordinary Resolution

(i) Voted in favour of the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	38	3,651	0.055
E-voting	23	67,14,763	99.909
Total	61	67,18,414	99.964

(ii) Voted against the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
E-voting	3	2,412	0.036
Total	3	2,412	0.036

(iii) Invalid/ Abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

ITEM NO.5:

Appointment of Statutory Auditors and fix their remuneration: - Ordinary Resolution

(i) Voted in favour of the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	38	3,651	0.054
E-voting	22	66,09,867	98.350
Total	60	66,13,518	98.404

(ii) Voted against the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
E-voting	4	1,07,308	1.596
Total	4	1,07,308	1.596

(iii) Invalid/ Abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

ITEM NO.6:

To ratify the remuneration of Cost Auditor : - Ordinary Resolution

(i) Voted in favour of the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	38	3,651	0.054
E-voting	26	67,17,175	99.946
Total	64	67,20,826	100

(ii) Voted against the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
E-voting	0	0	0
Total	0	0	0

(iii) Invalid/ Abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

C.P. No. 5451

ITEM NO.7:

Amendment in Articles of Association: - Special Resolution

(i) Voted in favour of the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	38	3,651	0.054
E-voting	26	67,17,175	99.946
Total	64	67,20,826	100

(ii) Voted against the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
E-voting	0	0	0
Total	0	0	0

(iii) Invalid/ Abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

ITEM NO.8:

Ratification and Approval of Mortgage: - Special Resolution

(i) Voted in favour of the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	38	3,651	0.054
E-voting	23	67,14,763	99.946
Total	61	67,18,414	100

(ii) Voted against the resolution:

Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
E-voting	0	0	0
Total	0	0	0

(iii) Invalid/ Abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Physical	0	0
E-voting	3	2,412
Total	3	2,412

Based on the above Voting Results, I confirm that all resolutions as set out in notice of Annual general meeting of the Company were passed with requisite majority.

I further confirm that the Registers and records generated from the remote e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic and Physical means are being maintained in electronic form.

Thanking you,

Place: Hyderabad
Date: 29.08.2017

K. V. Chalama Reddy
Practicing Company Secretary
M. No. F9268; C.P. No. 5451