

SURYALAKSHMI COTTON MILLS LTD



27th March, 2019. (AN IS/ISO 9001 : 2008 & ISO 14001 : 2004 CERTIFIED COMPANY)

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 of Postal Ballot.

With reference to the above stated subject, we bring to your kind notice that the shareholders of the Company have approved the following Special Resolutions through Postal Ballot on 26th March, 2019.

Sl.No.	Particulars
1.	Approval of Re-appointment of Sri R.Surender Reddy as an Independent Director
2.	Approval for continuation of Sri Navrang Lal Tibrewal as an Independent Director
3.	Approval for continuation of Sri R.S.Agarwal as an Independent Director

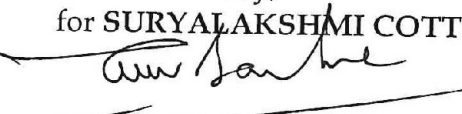
In this connection, please find enclosed Scrutinizer's Report for Postal Ballot at Annexure -1.

Also please find enclosed herewith the details of results of the Postal Ballot in the format prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at Annexure -2.

This is for your information and records.

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 : +91-40-27819856 / 857, Fax : +91-40-27846854

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



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 : kvc133@gmail.com

Scrutinizer Report

To,

Chairman
SURYALAKSHMI COTTON MILLS LIMITED
105, 6th Floor, Surya Towers, S.P.Road ,
Secunderabad-500 003

SUB: Report on remote e-voting and Postal ballot - M/s. Suryalakshmi Cotton Limited - Reg.

REF: Notice of Postal Ballot dated 11.02.2019

1. The Board of Directors of Suryalakshmi Cotton Mills Limited (the Company) have vide their resolution passed on 11th February, 2019 appointed me as "Scrutinizer" to scrutinize the remote e-voting process and Postal ballot voting process and in pursuance of provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and to submit the report thereon.
2. I have completed the scrutiny of e-voting and Postal ballot forms received and submit my report as under:
 - a) The Company has completed the dispatch of notice along with Postal ballot forms and a self addressed postage prepaid business reply envelope to its members on 22nd February, 2019 through courier, whose email ID was not registered with the Company or its Registrar and Transfer Agent and sent Postal ballot notice through email along with the details of Login ID and password to its members whose email ID was registered with the Company or the Registrar and Transfer Agent or Depository Participant.
 - b) The e-voting had commenced on Monday, 25th February, 2019 from 10:00 A.M (IST) and ended on Tuesday, 26th March, 2019 at 5:00 PM (IST).
 - c) The shareholders who are holding shares as on 15th February, 2019 being the cut-off date, were entitled to vote on the proposed resolutions contained in the notice of the Postal ballot.



[Handwritten Signature]

c) The Shareholders of the Company had an option to vote on resolutions either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility to cast their votes on the designated website <https://evoting.kary.com>.

d) The particulars of all postal ballot forms received from the members as well as details of e-voting as recorded through online platform provided by M/s. Karvy Fintech Private Limited have been consolidated and entered in a Computerized Register separately maintained for the purpose.

e) The postal ballot forms were duly scrutinized and the Shareholding was matched /confirmed with the Register of Shareholder(s) of the Company.

f) All the postal ballot forms received either in Postal ballot or by casting of votes electronically through Karvy Fintech Private Limited portal up to the close of working hours i.e., 5.00 P.M on 26th March, 2019, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

g) The Postal ballot forms which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.

h) Postal ballot forms received after 5.00 P.M on 26th March, 2019 were not considered for my scrutiny.

i) I did not find any defaced or mutilated ballot paper.

3. In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the ballot papers,

4. I report the consolidated results of the Postal ballot and e-voting as under:

Item No.:1 Approval for Re-appointment of Sri R. Surender Reddy as an Independent Director.

(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
Postal ballot	20	5059	0.076
E-voting	22	6640155	99.868
Total	42	6645214	99.944



(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
Postal ballot	5	1227	0.018
E-voting	2	2522	0.038
Total	7	3749	0.056

(iii) Invalid/abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Postal ballot	3	52
E-voting	0	0
Total	3	52

Item No.2: Approval for continuation of Sri Navarang Lal Tibrewal as an Independent Director.

(i) Voted in favour of the resolution:

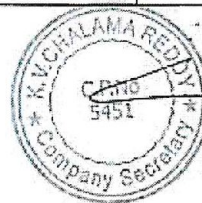
Mode of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot	22	5086	00.076
E-voting	22	6640255	99.868
Total	44	6645341	99.944

(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
Postal ballot	3	1200	00.018
E-voting	2	2522	00.038
Total	5	3722	00.056

(iii) Invalid/abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Postal ballot	3	52
E-voting	0	0
Total	3	52



Item No.3 : Approval for continuation of Sri R.S. Agarwal as an Independent Director.

(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
Postal ballot	22	5086	00.076
E-voting	22	6640555	99.868
Total	44	6645641	99.944

(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
Postal ballot	3	1200	00.018
E-voting	2	2522	00.038
Total	5	3722	00.056

(iii) Invalid/abstain votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Postal ballot	3	52
E-voting	0	0
Total	3	52

5. Based on the above Voting, all the resolutions as set out in notice of postal ballot have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The chairman may, accordingly, declare the results of voting.
6. The Registers and all other records/papers relating to e-voting and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

Date: 27-03-2019
Place: Hyderabad

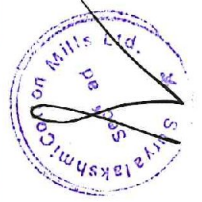


K.V.Chalama Reddy
Practicing Company Secretary
M No.: F9268, C P No. 5451

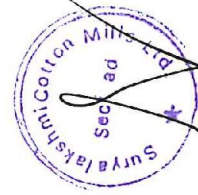
SURYALAKSHMI COTTON MILLS LIMITED
 Regd. office : Surya towers, 6th Floor, 105 S.P Road, Secunderabad - 500003. Ph.-040-27819856 / 27885200
 email : slcmtd@suryalakshmi.com; website : www.suryalakshmi.com; CIN - L17120TG1962PLC000923

Date of Declaration of postal ballot results	27/03/2019
Total number of shareholders on record date (Cut off date i.e., 15/02/2019)	8689
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	45
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1	SPECIAL - Approval for reappointment of Sri R.Surender Reddy as an Independent Director									
Resolution required: (Ordinary/ Special)		No									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category		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		6303857	67.5880	6303857		100.0000	0.0000			
	Poll			0.0000	00		0.0000	0.0000			
	Postal Ballot (if applicable)	9326889									
	Total		6303857	67.588	6303857	0	100.0000	0.0000			
Public- Institutions	E-Voting			0.0000	00		0.0000	0.0000			
	Poll			0.0000	00		0.0000	0.0000			
	Postal Ballot (if applicable)	95585		0.0000	00		0.0000	0.0000			
	Total			0.0000	00		0.0000	0.0000			
Public- Non Institutions	E-Voting			4.6735	336298	2522	99.2557	0.7443			
	Poll			0.0000	00		0.0000	0.0000			
	Postal Ballot (if applicable)	7249816									
	Total			0.8670	5059	1227	80.4804	19.5196			
				4.7602	341357	3749	98.9137	1.0863			
				39.8803	6645214	3749	99.9436	0.0564			



Resolution No.	2									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for continuation of Sri Navrang Lal Tibrewal as an Independent Director									
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		6303857	67.5880	6303857	0	100.0000	0.0000		
	Poll	9326889	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total	9326889	6303857	67.588	6303857	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	95585	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total	95585	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		338920	4.6749	336398	2522	99.2559	0.7441		
	Poll	7249816	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		5286	0.0867	5086	1200	80.9100	19.0900		
	Total	7249816	345206	4.7616	341484	3722	98.9218	1.0782		
	Total	16672290	6649063	39.8809	6645341	3722	99.9440	0.0560		



Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL -Approval for continuation of Sri R.S.Agarwal as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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		6303857	67.5880	6303857	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	9326889								
	Total	9326889	6303857	67.588	6303857	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	95585								
	Total	95585	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		339220	4.6790	336698	2522	99.2565	0.7435		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	7249816								
	Total	7249816	345506	4.7657	341784	3722	98.9227	1.0773		
	Total	16672290	6649363	39.8827	6645641	3722	99.9440	0.0560		