

SURYALAKSHMI COTTON MILLS LTD

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

August 5, 2014.

To,

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

Dear Sir,

Ref.: **SURYALAXMI**

Reg.: **Clause 35A of the Listing Agreement – details of voting results at the 51st Annual General Meeting of the Company held on 4th August, 2014.**

Pursuant to Clause 35A of the Listing Agreement, details of E Voting and Poll Results at the 51st Annual General Meeting of the Company held on Monday, 4th August, 2014 at KLN Prasad Auditorium, 3rd Floor, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad are enclosed as per the prescribed format.

Further, we are also enclosing the following documents:

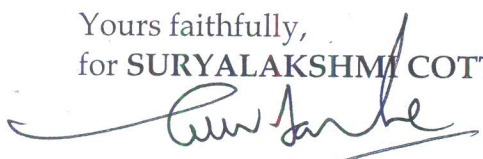
1. Scrutinizer's Report on E-Voting
2. Scrutinizer's Report on poll.

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



GOVERNMENT RECOGNISED EXPORT HOUSE

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

CIN Number : L17120AP1962PLC000923

Phone : +91-40-30571600, 27819856 / 857, Fax : +91-40-27846854

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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
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CONSOLIDATED SCRUTINIZER REPORT

To,

The Chairman

51st Annual General Meeting of the Members of SURYALAKSHMI COTTON MILLS LIMITED held on Monday, 4th August, 2014, at 10 a.m. at KLN Prasad Auditorium, 3rd floor, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad 500 004

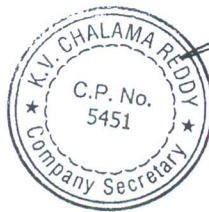
Dear Sir,

I, K V Chalama Reddy, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Suryalakshmi Cotton Mills Limited (the company) for the purpose of scrutinizing the e-voting and Poll taken on below mentioned resolution(s). at the 51st Annual General Meeting of the Members of SURYALAKSHMI COTTON MILLS LIMITED held on Monday, 4th August, 2014, at 10 a.m. at KLN Prasad Auditorium, 3rd floor, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad 500 004.

I have issued separate scrutinizer's report dated August 4, 2014 on the e-voting and on the poll on the resolutions contained in the notice to the AGM. As requested by management submits herewith my consolidated report on the results of e-voting together with that of poll as annexed herewith.

Thanking you,

Date: 04th August, 2014
Place: Hyderabad




K.V. CHALAMA REDDY
Practicing Company Secretary

ANNEXURE

(Consolidated results of E-Voting and Poll of 51st Annual General Meeting of Suryalakshmi Cotton Mills Limited)

Item	Subject matter of the resolution	Mode of voting	Votes in favour of the resolution		Votes against the resolution		Total No. votes cast
			Nos	%	Nos	%	
1	Adoption of Audited financial for the year 2013-14 Ordinary Resolution	E-voting	765	0.009	0	0	8966246
		Poll	8965481	99.991	0	0	
		Total	8966246	100.00	0	0	
2	To declare Dividend on Equity Shares Ordinary Resolution	E-voting	765	0.009	0	0	8966246
		Poll	8965481	99.991	0	0	
		Total	8966246	100.00	0	0	
3	To declare dividend on preference shares Ordinary Resolution	E-voting	132	0.001	300	0.003	8965813
		Poll	8965381	99.996	0	0.00	
		Total	8965513	99.997	300	0.003	
4	To appoint auditors and fix their remuneration Ordinary Resolution	E-voting	765	0.009	0	0	8965946
		Poll	8965181	99.991	0	0	
		Total	8965946	100.00	0	0	
5	Revision in the remuneration of Sri. H L Ralhan, Whole time Director Ordinary Resolution	E-voting	132	0.001	300	0.003	8965613
		Poll	8965181	99.996	0	0	
		Total	8965313	99.997	300	0.003	
6	Reclassification of authorized share capital Special Resolution	E-voting	432	0.005	0	0	8965613
		Poll	8965181	99.995	0	0	
		Total	8965613	100.00	0	0	
7	Preferential issue of equity shares of the company Special Resolution	E-voting	432	0.005	0	0	8965613
		Poll	8965181	99.995	0	0	
		Total	8965613	100.00	0	0	
8	Preferential issue of Preference shares Special Resolution	E-voting	132	0.001	300	0.003	8965613
		Poll	8965181	99.996	0	0	
		Total	8965313	99.997	300	0.003	



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ANNEXURE

(Consolidated results of E-Voting and Poll of 51st Annual General Meeting of Suryalakshmi Cotton Mills Limited)

9	Appointment of Ms. Padmini Agarwal as Whole time Director Ordinary Resolution	E-voting	432	0.005	0	0	8965713
		Poll	8965281	99.995	0	0	
		Total	8965713	100.00	0	0	
10	Reappointment of Sri. L N Agarwal as Chairman and Managing Director Ordinary Resolution	E-voting	765	0.009	0	0	8965946
		Poll	8965181	99.991	0	0	
		Total	8965946	100.00	0	0	
11	Revision in remuneration of Sri Paritosh K Agarwal Ordinary Resolution	E-voting	432	0.005	0	0	8965713
		Poll	8965281	99.995	0	0	
		Total	8965713	100.00	0	0	
12	Appointment of Sri. R Surender Reddy as Independent Director Ordinary Resolution	E-voting	432	0.005	0	0	8965613
		Poll	8965181	99.995	0	0	
		Total	8965613	100.00	0	0	
13	Adoption of new articles in substitution of old Special Resolution	E-voting	432	0.005	0	0	8965613
		Poll	8965181	99.995	0	0	
		Total	8965613	100.00	0	0	
14	To approve borrowing powers Special Resolution	E-voting	432	0.005	0	0	8965813
		Poll	8965381	99.995	0	0	
		Total	8965813	100.00	0	0	
15	To ratify the remuneration of cost auditor Ordinary Resolution	E-voting	432	0.005	0	0	8965813
		Poll	8965381	99.995	0	0	
		Total	8965813	100.00	0	0	
16	Approval of taking on lease of premises Special Resolution	E-voting	432	1.058	0	0	40814
		Poll	40382	98.942	0	0	
		Total	40814	100.00	0	0	

Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the Meeting to announce the results of the Meeting.

Date: 04th August, 2014
Place: Hyderabad



K.V. Chalama Reddy
K.V. CHALAMA REDDY
Practicing Company Secretary



K.V. Chalama Reddy

B.Sc., LL.B., F.C.S
COMPANY SECRETARY
C.P. No. 5451

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Hill Colony, Khairatabad,
Hyderabad - 500 004.
Phone : 040-2332 7467
Mobile : 98480 14503
E-mail : kvcr133@gmail.com

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

51st Annual General Meeting of the Members of SURYALAKSHMI COTTON MILLS LIMITED held on Monday, 4th August, 2014, at 10 a.m. at KLN Prasad Auditorium, 3rd floor, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad 500 004

Dear Sir,

I, K V Chalama Reddy, Company Secretary, have been appointed by the Board of Directors of Suryalakshmi Cotton Mills Limited as Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried as per provisions of the section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 in a fair and transparent manner for the resolutions as contained in the notice of the 51st Annual General Meeting (AGM) of the company scheduled to be held on Monday, 4th August, 2014.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolution contained in the notice to the 51st Annual General Meeting (AGM) of the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer report of the votes cast "in favor" "against" or remain "abstain/invalid" on the resolutions stated below, based on the reports generated for e-voting system provided by Karvy Computer share private limited, the authorized agency to provide e-voting facility engaged by the company.

1. The e-voting period commenced on Tuesday, the 29th July, 2014 (9.00 A.M) and ended on 31st July, 2014
2. The share holders holding shares as on cut of date i.e 30th June, 2014 were entirely to vote on the proposed resolutions as stated in the notice of 51st Annual General Meeting of the Company.



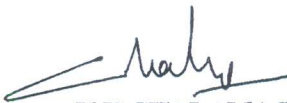
3. The votes were unblocked on 1st August, 2014 in the presence of two witnesses of Miss.Shravani and Mr.M. Madhukar Reddy who are not in the employment of the company. They have signed below in confirmation of votes being unblocked in their presence.
4. The Details containing interalia, list of equity share holders, who voted "for" or "against"& "abstain" on each of the resolution that were put to vote, were generated from the e-voting website of Karvy Computer share private limited.
5. Based on the aforesaid the results of e-voting are attached here with as Annexure-A

Thanking you,

Date: 04th August, 2014
Place: Hyderabad

Witness: 1 




K.V.CHALAMA REDDY
Practicing Company Secretary

witness: 2 

Suryalakshmi Cotton Mills Limited

Annexure-A

(Results of E-Voting)

Item No.1: Adoption of Audited financial for the year 2013-14- Ordinary Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	4	765	100.00
Voted against the resolution	0	0	0
Invalid votes	0	0	N.A
Total	4	765	100.00

Item No.2 To declare Dividend on Equity Shares - Ordinary Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	4	765	100.00
Voted against the resolution	0	0	0
Invalid votes	0	0	N.A
Total	4	765	100.00

Item No.3 To declare dividend on preference shares - Ordinary Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	2	132	30.56
Voted against the resolution	1	300	69.44
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.4: To appoint auditors and fix their remuneration- Ordinary Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	4	765	100.00
Voted against the resolution	0	0	0
Invalid votes	0	0	N.A
Total	4	765	100.00



Item No.5: Revision in the remuneration of Sri. H L Ralhan, Whole time Director- Ordinary Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	2	132	30.56
Voted against the resolution	1	300	69.44
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.6: Reclassification of authorized share capital- Special Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.7: Preferential issue of equity shares of the company- Special Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.8: Preferential issue of Preference shares- Special Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	2	132	30.56
Voted against the resolution	1	300	69.44
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.9: Appointment of Ms. Padmini Agarwal as Whole time Director- Ordinary Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00



Item No.10: Reappointment of Sri. L N Agarwal as Chairman and Managing Director- Ordinary Resolution:

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	4	765	100.00
Voted against the resolution	0	0	0
Invalid votes	0	0	N.A
Total	4	765	100.00

Item No.11: Revision in remuneration of Sri Paritosh K Agarwal- Ordinary Resolution:

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.12: Appointment of Sri. R Surender Reddy as Independent Director- Ordinary Resolution

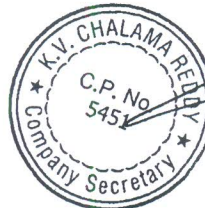
	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.13: Adoption of new articles in substitution of old- Special Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.14: To approve borrowing powers- Special Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00



Item No.15: To ratify the remuneration of cost auditor- Ordinary Resolution

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00

Item No.16: Approval of taking on lease of premises- Special Resolution:

	No of Members voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	3	432	100.00
Voted against the resolution	0	0	0
Invalid votes	1	333	N.A
Total	4	765	100.00

Date: 04th August, 2014
Place: Hyderabad




K.V.CHALAMA REDDY
Practicing Company Secretary



K.V. Chalama Reddy

B.Sc., LL.B., F.C.S
COMPANY SECRETARY
C.P. No. 5451

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Phone : 040-2332 7467
Mobile : 98480 14503
E-mail : kvcr133@gmail.com

Report of scrutinizer

(Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

51st Annual General Meeting of the Equity share holders of Suryalakshmi Cotton Mills Limited held on Monday, 4th August, 2014, at 10 a.m. at KLN Prasad Auditorium, 3rd floor, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad 500 004.

Sir,

I, K.V. Chalama Reddy appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 51st Annual General Meeting of the Equity Shareholders of Suryalakshmi Cotton Mills Limited held on Monday, the 4th August, 2014, at 10 a.m. at KLN Prasad Auditorium, 3rd floor, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad 500 004 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Karvy Computer share private limited, Registrars and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The three poll papers which were incomplete and/or which were otherwise found defective have been treated as invalids and kept separately.
4. The result of poll is attached herewith as Annexure-A

Thanking you

Date: 04th August, 2014
Place: Hyderabad

Witness: 1




K.V. CHALAMA REDDY
Practicing Company Secretary

Witness: 2

Annexure-A**Item No.1: Adoption of Audited financial for the year 2013-14- Ordinary Resolution**

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	46	8965481	100.00
Voted against the resolution	0	0	0
Invalid votes	1	1372	N.A
Total	47	8966853	100.00

Item No.2 To declare Dividend on Equity Shares - ORDINARY RESOLUTION

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	46	8965481	100.00
Voted against the resolution	0	0	0
Invalid votes	1	1372	N.A
Total	47	8966853	100.00

Item No.3 To declare dividend on preference shares - Ordinary Resolution

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	45	8965381	100.00
Voted against the resolution	0	0	0
Invalid votes	2	1472	N.A
Total	47	8966853	100.00

Item No.4: To appoint auditors and fix their remuneration- Ordinary Resolution

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	44	8965181	100.00
Voted against the resolution	0	0	0
Invalid votes	3	1672	N.A
Total	47	8966853	100.00

Item No.5: Revision in the remuneration of Sri. H L Ralhan, Whole time Director- Ordinary Resolution

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	44	8965181	100.00
Voted against the resolution	0	0	0
Invalid votes	3	1672	N.A
Total	47	8966853	100.00



Item No.6: Reclassification of authorized share capital- Special Resolution

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	44	8965181	100.00
Voted against the resolution	0	0	0
Invalid votes	3	1672	N.A
Total	47	8966853	100.00

Item No.7: Preferential issue of equity shares of the company- Special Resolution

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	44	8965181	100.00
Voted against the resolution	0	0	0
Invalid votes	3	1672	N.A
Total	47	8966853	100.00

Item No.8: Preferential issue of Preference shares- Special Resolution

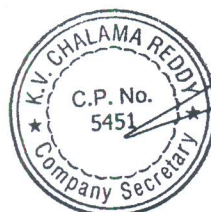
	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	44	8965181	100.00
Voted against the resolution	0	0	0
Invalid votes	3	1672	N.A
Total	47	8966853	100.00

Item No.9: Appointment of Ms. Padmini Agarwal as Whole time Director- Ordinary Resolution

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	45	8966853	100.00
Voted against the resolution	0	0	0
Invalid votes	2	1572	N.A
Total	47	8966853	100.00

Item No.10: Reappointment of Sri. L N Agarwal as Chairman and Managing Director- Ordinary Resolution:

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	44	8965181	100.00
Voted against the resolution	0	0	0
Invalid votes	3	1672	N.A
Total	47	8966853	100.00



Item No.11: Revision in remuneration of Sri Paritosh K Agarwal- Ordinary Resolution:

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	46	8965481	100.00
Voted against the resolution	0	0	0
Invalid votes	1	1372	N.A
Total	47	8966853	100.00

Item No.12: Appointment of Sri. R Surender Reddy as Independent Director- Ordinary Resolution:

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	44	8965181	100.00
Voted against the resolution	0	0	0
Invalid votes	3	1672	N.A
Total	47	8966853	100.00

Item No.13: Adoption of new articles in substitution of old- Special Resolution

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	44	8965181	100.00
Voted against the resolution	0	0	0
Invalid votes	3	1672	N.A
Total	47	8966853	100.00

Item No.14: To approve borrowing powers- Special Resolution:

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	45	8965381	100.00
Voted against the resolution	0	0	0
Invalid votes	2	1472	N.A
Total	47	8966853	100.00

Item No.15: To ratify the remuneration of cost auditor- Ordinary Resolution:

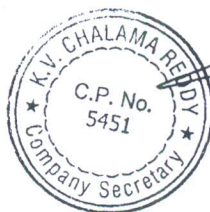
	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	45	8965381	100.00
Voted against the resolution	0	0	0
Invalid votes	2	1472	N.A
Total	47	8966853	100.00



Item No.16: Approval of taking on lease of premises- Special Resolution:

	No of Members /Proxies voted	Votes cast	% of total no of valid votes cast
Voted in favour of the resolution	36	40382	100.00
Voted against the resolution	0	0	0
Invalid votes	2	1472	N.A
Total	40	41854	100.00

Date: 04th August, 2014
Place: Hyderabad



K.V.CHALAMA REDDY
Practicing Company Secretary