

SURYALAKSHMI COTTON MILLS LTD

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

July 2, 2016.

To

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

Dear Sir,

Ref.: SURYALAXMI

Sub.: Book Closure - 22nd July, 2016 to 28th July, 2016.

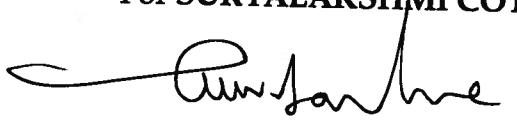
We have to inform you that the Board of Directors at their meeting held on 25th May, 2016 have decided to close the Register of members and the Share Transfer Books from Friday, 22nd July, 2016 to Thursday, 28th July, 2016 (both days inclusive) for AGM & Dividend. The 53rd Annual General Meeting is scheduled to be held on 28th July, 2016 at 10.30 a.m. at Rajdhani Hall, 1st Floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S.D.Road, Secunderabad- 500003.

We hereby confirm that all securities received for transfer one month prior to the date of intimation of Book Closure have been transferred and despatched to the Transferees. We also undertake that the securities will be transferred and despatched within a period of two months from the date of receipt.

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

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



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.040-30571600, 27819856, Fax : 040-27846854

Notice

Notice is hereby given that the 53rd Annual General Meeting of the Members of Suryalakshmi Cotton Mills Limited will be held on Thursday, 28th July, 2016 at 10.30 A.M. at Rajdhani Hall, 1st floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S.D. Road, Secunderabad - 500003 to transact the following business.

Ordinary Business

1. To receive, consider and adopt the audited statement of Profit and Loss for the year ended 31st March, 2016 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the year ended 31st March, 2016.
3. To declare dividend on preference shares of the Company for the year ended 31st March, 2016.
4. To appoint a Director in place of Smt Padmini Agarwal (DIN:01652449) who retires by rotation and who, being eligible, offers herself for re-appointment.
5. To appoint auditors and fix their remuneration.

Special Business

Item No.6 : To consider, and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

RESOLVED THAT subject to the provisions of sections 196, 197, 203 and 152 and other applicable provisions if any of the Companies Act, 2013 and Companies (appointment and remuneration of managerial personnel) rules, 2014 read with schedule V thereof as amended upto date, and the consent of the Term Lenders, the consent of the Company be and is hereby accorded to revise the remuneration and reappoint Sri H.L.Ralhan (DIN: 00018362) as a Director and Chief Executive - Denim Division liable to retire by rotation from 30th January, 2016 to 29th January, 2021 on the following terms and conditions:

- a) Basic Pay and Allowances at ₹3,10,255/- per month.
- b) Medical reimbursement and Leave Travel Allowance as per Company's rules.

In addition to the above Sri H.L.Ralhan shall be entitled to the following perquisites.

Category - A

- i) contributions by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
- ii) Payment of gratuity subject to an amount equal to half a month's salary for each completed year of service.

Category - B

- i) the company shall provide a Car with driver and a telephone at the residence.
- ii) Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites.

RESOLVED FURTHER THAT Sri H.L.Ralhan when reappointed as a Director immediately on retirement by rotation, shall continue to hold his office of Director and Chief Executive (Denim Division) and such reappointment shall not be deemed to constitute a break in his appointment as Director & Chief Executive, Denim Division.

RESOLVED FURTHER THAT in supersession of the resolution passed by the Company on 4th August, 2014, the Company do hereby ratify and confirm the payment of aforesaid remuneration to Sri H.L.Ralhan, Director and Chief Executive (Denim Division) for the period 1st July, 2015 to 29th January, 2016.

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any year Sri H.L.Ralhan be paid the above remuneration as minimum remuneration subject to provisions of Schedule V of the Companies Act, 2013.

Item No.7 : To consider, and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

RESOLVED THAT in supersession of the Resolution passed by the Members in the General Meeting held on 4th August, 2014 and subject to the provisions of sections 196, 197, 203 & 152 and other applicable provisions if any, of the Companies Act, 2013 and Companies (appointment and remuneration of managerial personnel) Rules, 2014 read with Schedule V thereof

as amended upto date, and the consent of the Term Lenders, the consent of the Company be and is hereby accorded to revision in the remuneration payable to Sri L.N. Agarwal (DIN: 00008721) as Chairman and Managing Director for the remaining period of the term of his employment i.e., from 25th May, 2016 to 20th June, 2019 as under:

- i. SALARY : ₹5,00,000/- per month
- ii. COMMISSION

At the rate of 2% of the Net Profit of the Company or 50% of annual salary whichever is lower.

- iii. PERQUISITES

In addition to the salary and commission as stated above Shri L.N.Agarwal shall be entitled to the following perquisites.

Category - A

- (i) **Housing :**
Rent free furnished residential accommodation with all facilities and amenities including such services as gas, electricity, water, etc., or HRA to the extent of 30% of the salary.
- (ii) **Medical Reimbursement :**
Expenses incurred for self and his family subject to a ceiling of one month's salary per year or three months' salary in a period of three years.
- (iii) **Leave Travel Concession :**
For self and family once in a year incurred accordance with the Rules of the Company.
- (iv) **Club Fees :**
Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
- (v) **Personal Accident Insurance :**
Of an amount the premium of which shall not exceed ₹4,000/- per annum.

Category - B

- (i) Contributions by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
- (ii) Payment of gratuity subject to an amount equal to half month's salary for each completed year of service.

Category - C

- (i) The Company shall provide a Car with driver and a telephone at the residence.
- (ii) Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites.

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any year Sri L.N.Agarwal be paid the above remuneration as minimum remuneration subject to provisions of Schedule V of the Companies Act, 2013.

Item No.8 : To consider, and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

RESOLVED THAT in supersession of the Resolution passed by the Members in the General Meeting held on 29th July, 2015 and subject to the provisions of sections 196, 197, 203 & 152 and other applicable provisions if any, of the Companies Act, 2013 and Companies (appointment and remuneration of managerial personnel) Rules, 2014 read with Schedule V thereof as amended upto date and consent of the term lenders, the consent of the Company be and is hereby accorded to revision in the remuneration payable to Sri Paritosh K.Agarwal (DIN: 00008738) as Managing Director for the remaining period of the term of his employment i.e., 25th May, 2016 to 20th June, 2020 on the terms and conditions mentioned below:

- I. SALARY : ₹4,50,000/- per month
- II. COMMISSION
At the rate of 2% of the Net Profit of the Company or 50% of annual salary whichever is lower.
- III. PERQUISITES
In addition to the salary and commission as stated above Sri Paritosh K. Agarwal shall be entitled to the following perquisites

Category - A

- (i) **Housing :**
Rent free furnished residential accommodation with all facilities and amenities including such services as gas, electricity, water, etc., or HRA to the extent of 30% of the salary.
- (ii) **Medical Reimbursement :**
Expenses incurred for self and his family subject to a ceiling of one month's salary per year or three months' salary in a period of three years.
- (iii) **Leave Travel Concession :**
For self and family once in a year incurred accordance with the Rules of the Company.
- (iv) **Club Fees :**
Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
- (v) **Personal Accident Insurance :**
Of an amount the premium of which shall not exceed ₹4,000/- per annum.

Category - B

- i) Contributions by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
- ii) Payment of gratuity subject to an amount equal to half month's salary for each completed year of service.

Category - C

- i) The Company shall provide a Car with driver and a telephone at the residence.

Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites.

RESOLVED FURTHER THAT the appointment of Sri Paritosh Agarwal be subject to retirement by rotation and when reappointed as a Director immediately on retirement by rotation, shall continue to hold his office of Managing and such reappointment shall not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any year Shri Paritosh K. Agarwal be paid the above remuneration as minimum remuneration subject to provisions of Schedule V of the Companies Act, 2013.

Item No.9: To consider, and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

RESOLVED THAT in supersession of the Resolution passed by the Members in the General Meeting held on 4th August, 2014 and subject to the provisions of sections 196, 197, 203 & 152 and other applicable provisions if any, of the Companies Act, 2013 and Companies (appointment and remuneration of managerial personnel) Rules, 2014 read with Schedule V thereof as amended upto date and consent of the term lenders, the consent of the Company be and is hereby accorded to revision in the remuneration payable to Smt. Padmini Agarwal (DIN : 01652449) as Wholetime Director liable to retire by rotation for the remaining period of the term of her employment i.e., i.e. from 25th May, 2016 to 26th May, 2019 on the terms and conditions mentioned below:

- I. SALARY : ₹3,00,000/- per month
- II. PERQUISITES
In addition to the salary and commission as stated above Smt Padmini Agarwal shall be entitled to the following perquisites

Category - A**(i) Housing :**

Rent free furnished residential accommodation with all facilities and amenities including such services as gas, electricity, water, etc., or HRA to the extent of 30% of the salary.

(ii) Medical Reimbursement :

Expenses incurred for self and his family subject to a ceiling of one month's salary per year or three months' salary in a period of three years.

(iii) Leave Travel Concession :

For self and family once in a year incurred accordance with the Rules of the Company.

(iv) Club Fees :

Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.

(v) Personal Accident Insurance :

Of an amount the premium of which shall not exceed ₹4,000/- per annum.

Category - B

- i) Contributions by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
- ii) Payment of gratuity subject to an amount equal to half month's salary for each completed year of service.

Category - C

- i) The Company shall provide a Car with driver and a telephone at the residence.

Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites.

RESOLVED FURTHER THAT Smt. Padmini Agarwal when reappointed as a Director immediately on retirement by rotation, shall continue to hold her office of Wholetime Director and such reappointment shall not be deemed to constitute a break in her appointment as Wholetime Director.

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any year Smt. Padmini Agarwal be paid the above remuneration as minimum remuneration subject to provisions of Schedule V of the Companies Act, 2013.

Item No. 10: To appoint a Director in place of Sri Dhruv Vijai Singh who retires by rotation and offers himself for reappointment and if thought fit, to pass the following resolution with or without modification(s) as an ORDINARY RESOLUTION.

RESOLVED THAT subject to the provisions of Section 149 & 152 and Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Sri Dhruv Vijai Singh (DIN:07180749), who retires by rotation at this meeting and offers himself for reappointment, be and is hereby appointed as an Independent Director for a period of five consecutive years. i.e. upto 27th July, 2021.



RESOLVED FURTHER THAT Sri Dhruv Vijai Singh, as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.

Item No. 11: To appoint a Director in place of Dr. G.Vivekanand who retires by rotation and offers himself for reappointment and if thought fit, to pass the following resolution with or without modification(s) as an ORDINARY RESOLUTION.

RESOLVED THAT subject to the provisions of Section 149 & 152 and Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Dr. G.Vivekanand (DIN:00011684), who retires by rotation at this meeting and offers himself for reappointment, be and is hereby appointed as an Independent Director for a period of five consecutive years. i.e. upto 27th July, 2021.

RESOLVED FURTHER THAT Dr. G.Vivekanand, as an Independent Director shall not be liable for retirement by rotation during the

tenure of his office.

Item No. 12: To consider, and if thought fit, to pass the following resolution with or without modification(s) as a Ordinary Resolution:

RESOLVED THAT the Company do hereby approve in terms of Section 148 of the Companies Act 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration of ₹70,000/- (Rupees Seventy Thousand only) plus out of pocket expenses payable to Ms.Aruna Prasad for the cost audit to be conducted by her of the cost records of the Company for the FY16 - 17.

By Order of the Board of Directors
for **SURYALAKSHMI COTTON MILLS LIMITED**

Place: Secunderabad
Date: 25th May, 2016

E.V.S.V. SARMA
COMPANY SECRETARY

Notes:

1. The register of members and share transfer books will be closed from Friday, 22nd July, 2016 to Thursday, 28th July, 2016 (both days inclusive) for the purpose of Annual General Meeting and Dividend.
2. A member entitled to attend the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

A member holding more than 10% of the total share capital

For the Financial Year	Date of Declaration	Due for transfer on
2009 - 2010	29/09/2010	05/11/2017
2010 - 2011	28/01/2011	06/03/2018
2010 - 2011	29/09/2011	05/11/2018
2011 - 2012	29/09/2012	05/11/2019
2012 - 2013	28/09/2013	04/11/2020
2013 - 2014	04/08/2014	10/09/2021
2014 - 2015	29/07/2015	04/09/2022

Members who have not encashed their dividend warrants pertaining to the above years may have their warrants revalidated by sending them to the Registered Office of the Company. The details of unpaid and unclaimed dividend warrants lying with the Company as on date of last AGM, i.e. 29/07/2015 are available on the Company's website (www.suryalakshmi.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in)

6. E-Voting : The instructions for e-voting are as under:
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations And Disclosure

may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.

3. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
4. The shareholders desiring any further information as regards the accounts are requested to write to the Company so as to reach it at least one week prior to the date of the meeting for consideration of the management to deal at the meeting
5. Unclaimed dividends of the following years will be transferred to the Investor Education & Protection Fund set up by the Central Government on the dates mentioned against them:

Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s.Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice.

- A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participants]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach 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, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Suryalakshmi Cotton Mills Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email kvc133@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Suryalakshmi Cotton Mills Limited 53rd Annual General Meeting".
 - xiii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 21st July, 2016, may obtain the login ID and password by sending a request at evoting@karvy.com
- B. (1) In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants]
- (i) E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
 - (ii) Please follow all steps from Sl. Nos.(i) to (xii) above to cast your vote by electronic means.
- (2) In case of voting by using Ballot Forms
- (i) In terms of Companies Act, 2013 read with relevant rules, the Company, in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Forms alongwith Notice.
 - (ii) A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Mr.K.V.Chalama Reddy, Practising Company Secretary, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted at the Registered Office of the Company.
 - (iii) Please convey your assent in Column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.

- (iv) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before Wednesday, 27th July, 2016 (5.00 p.m. IST). The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.
- (v) Unsigned / incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final
- (vi) A Member may request for duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on cs@suryalakshmi.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than Wednesday, 27th July, 2016 (5.00 p.m. IST).
- (vii) A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by Ballot shall be treated as invalid. Members who have cast their votes by e-voting prior to the meeting may also attend the general meeting, however those members are not entitled to cast their vote again in the general meeting.
- (viii) The right of voting by Ballot Form shall not be exercised by a proxy.
- (ix) To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the company (i.e. M/S Karvy Computershare Pvt. Ltd.). Members are requested to keep the same updated.
- (x) There will be only one Ballot Form for every Folio/ DP ID/CLIENT ID irrespective of the number of joint members.
- (xi) In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the company and the company shall not entertain any objection on such Ballot Form signed by other joint holders.

(xii) Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.

(xiii) Instructions for e-voting procedure are available in the Notice of 53rd Annual General Meeting and are also placed on the website of the company, www.suryalakshmi.com and <https://evoting.karvy.com>. For further details members are requested to refer the same

(3) Voting at AGM: The Members who have not cast their vote either electronically or through Ballot Form, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call Karvy on Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The e-voting period commences on Sunday, 24th July, 2016 (9.00 a.m. IST) and ends on Wednesday, 27th July, 2016 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 21st July, 2016, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 21st July, 2016.
- v. The Board of Directors has appointed Mr.K.V.Chalama Reddy(Membership No.13951 and C.P.No.5451), Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report

of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.

- vii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- viii. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.suryalakshmi.com and on the website of KARVY <https://evoting.karvy.com>, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.
7. The Companies Act, 2013 provides for the facility of nomination to the members in a Company. Accordingly, members can avail the facility of nomination in respect of their shares held either singly or jointly. Members desiring to avail this facility are requested to fill up the prescribed nomination form and send the same to Registered Office of the Company. The forms are available at the Regd. Office.
8. The shares of the Company continue to be listed on the Bombay Stock Exchange and on the National Stock Exchange and the Company has paid upto date all the listing fees to these exchanges.
9. Members are requested to notify immediately any change in their addresses to the Company
10. The members are requested to bring their copy of the Annual Report with them at the time of attending Annual General Meeting. A route map showing directions to reach the venue of the 53rd AGM is given at the end of the Notice.

Statement annexed to the Notice pursuant to section 102 of the Companies Act, 2013

Item No. 6

Sri H L Ralhan

Sri H.L.Ralhan (DIN: 00018362) is a Textile Engineer by profession and has vast experience in Denim Industry. He was reappointed as a Director and Chief Executive Denim Division with effect from 30th January, 2011. His term of appointment ended on 29th January, 2016.

The Nomination and Remuneration Committee has recommended the revision in the remuneration of Sri H.L.Ralhan from 01st July, 2015 to 29th January, 2016 and also his reappointment as Director and Chief Executive (Denim Division) liable to retire by rotation for a period of 5 years from 30th January, 2016 to 29th January, 2021 at remuneration of ₹3,10,255/-. The revision

and reappointment by the Board is subject to the approval of the Members by way of a special resolution in the General Meeting and also of the Financial Institutions. The Board recommends his revision in remuneration and re-appointment to the members for their approval.

Except Sri H.L.Ralhan no other Director / Key Managerial Personnel / their relatives is interested in this resolution.

No. of shares held by Sri H.L.Ralhan as on 31st March, 2016 in the Company - 650.

Other Directorships - Nil.

Item No.7

Sri L.N.Agarwal

Sri L.N.Agarwal (DIN 0008721) was re-appointed as Chairman & Managing Director for a period of 5 years w.e.f. 21st June, 2014 to 20th June, 2019 at ₹4 Lakhs p.m. plus perquisites. His remuneration has remained at ₹4 Lakhs p.m. plus perquisites from 15th May, 2010. The Nomination and Remuneration Committee in its meeting held on 25/05/2016 reviewed the remuneration and approved and recommended to the Board a revision in remuneration of Sri L.N.Agarwal to ₹5 Lakhs p.m. plus perquisites subject to the approval of the Members by way of a special resolution in the General Meeting and also of the Financial Institutions. The Board recommends a revision in his remuneration to the members for their approval.

Sri L N Agarwal, Sri Paritosh K Agarwal and Mrs. Padmini Agarwal are interested in this matter.

No other Director / Key Managerial Personnel / their relatives are interested in the resolution.

No. of shares held by Sri L.N.Agarwal as on 31st March, 2016 in the Company - 1364516.

Names of the companies in which he is a Director:

Suryavanshi Finance & Investments Private Limited.

Item No.8

Sri Paritosh K. Agarwal

Sri Paritosh Agarwal (DIN 0008738) was re-appointed as Managing Director for a period of 5 years w.e.f. 21st June, 2015 to 20th June, 2020 on a remuneration of ₹3.5 Lakhs p.m. plus perquisites. His remuneration has remained at ₹3.5 Lakhs p.m. plus perquisites from 15th May, 2010. The Nomination and Remuneration Committee in its meeting held on 25th May, 2016 reviewed the remuneration and approved and recommended to the Board a revision in remuneration of Sri Paritosh K. Agarwal to ₹4.5 Lakhs p.m. plus perquisites subject to the approval of the Members by way of a special resolution in the General Meeting and also of the Financial Institutions. The Board recommends a revision in his remuneration and re-appointment to the members for their approval.



Sri L N Agarwal, Sri Paritosh K. Agarwal and Mrs. Padmini Agarwal are interested in this matter.

No other Director / Key Managerial Personnel / their relatives are interested in the resolution.

No. of shares held by Sri Paritosh K. Agarwal as on 31st March, 2016 in the Company - 1478472.

Names of the companies in which he is a Director: NIL

Item No.9.

Smt. Padmini Agarwal

Smt. Padmini Agarwal (DIN : 01652449) w/o Sri Paritosh Agarwal, Managing Director, aged 41 years, is a graduate and appointed as Wholtime Director for a period of 5 years w.e.f. 27th May, 2014 to 26th May, 2019 on a remuneration of ₹2 Lakhs p.m. plus perquisites. She has been actively involved in managing day-to-day operations and marketing of the Garments division.

The Nomination and Remuneration Committee in its meeting held on 25th May, 2016 reviewed the remuneration and approved and recommended to the Board a revision in remuneration of Smt. Padmini Agarwal to ₹3 Lakhs p.m. plus perquisites subject to the approval of the Members by way of a special resolution in the General Meeting and also of the Financial Institutions. The Board recommends a revision in her remuneration and re-appointment to the members for their approval.

Sri L N Agarwal, Sri Paritosh K Agarwal and Smt. Padmini Agarwal are interested in this matter.

No other Director / Key Managerial Personnel / their relatives are interested in the resolution.

No. of shares held by Smt. Padmini Agarwal as on 31st March, 2016 in the Company - 971815

Names of the companies in which she is a Director: NIL

Item No.10

Sri Dhruv Vijai Singh

Sri Dhruv Vijai Singh (DIN 07180749), aged 62 years had a distinguished career as an IAS officer at senior levels in the Government of India and has vast experience in policy formulation and time bound implementation. He was involved in several international negotiations on strategic issues between states. He has also held different positions like Principal Secretary, Finance and Principal Secretary, Power, etc., in the State Government.

In the opinion of Board of Directors, Sri Dhruv Vijai Singh satisfies the conditions prescribed in the Act and the Corporate Governance norms for an Independent Director and the Board recommends his appointment to the members of the Company.

Names of the companies in which he is a Director: NIL

No. of shares held by Sri Dhruv Vijai Singh in the Company is NIL.

Except Sri Dhruv Vijai Singh, no other Director / Key Managerial Personnel / their relatives is interested in the resolution.

Item No.11

Dr.G.Vivekanand

Dr. G.Vivekanand (DIN: 00011684), aged 57 years, is a MBBS Graduate from Osmania University and is a first generation entrepreneur, who was instrumental in setting up M/s.Visaka Industries Limited and in its growth. He was also the Member of Parliament from 2009 to 2014.

In the opinion of Board of Directors, Dr.G.Vivekanand satisfies the conditions prescribed in the Act and the Corporate Governance norms for an Independent Director and the Board recommends his appointment to the members of the Company.

Names of the companies in which he is a Director.

- i) Normak Fashions Private Limited
- ii) Normak India Private Limited
- iii) Estelle India Private Limited
- iv) Normak Mines & Minerals Private Limited
- v) Maddi Constructions Private Limited
- vi) Visaka Thermal Power Limited
- vii) A-Bond Strands Private Limited
- viii) Gautami Media Private Limited
- ix) Visaka Industries Limited

No. of shares held by Dr. G.Vivekanand in the Company is NIL.

Except Dr. G.Vivekanand, no other Director / Key Managerial Personnel / their relatives is interested in the resolution.

Item No.12

To ratify the remuneration of Cost Auditor

Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditors) Rules, 2014 provides for the appointment and the remuneration of the Cost Auditor for the audit of the cost records of the company by the Board and the remuneration of the Cost Auditor to be ratified by the members of the company. The appointment of Ms.Aruna Prasad has been approved by Board of Directors as Cost Auditor for carrying out cost audit for the year 2016-17 on a remuneration of ₹70,000/- plus out of pocket expenses. The ratification by the members to this remuneration is being sought in this resolution. The Board recommends the resolution for the approval of the members.

None of the Directors / Key Managerial Personnel / their relatives of the Company is interested in this resolution.

By Order of the Board of Directors
for **SURYALAKSHMI COTTON MILLS LIMITED**

Place: Secunderabad
Date : 25th May, 2016

EVS V SARMA
COMPANY SECRETARY

Please complete the attendance slip and hand over at the entrance of the meeting hall.



SURYALAKSHMI COTTON MILLS LIMITED

Registered Office : 105, 6th Floor, Surya Towers, S.P. Road, Secunderabad 500 003.
(CIN : L17120TG1962PLC000923)
Website : www.suryalakshmi.com. Email :- slcm ltd@suryalakshmi.com,
Ph.no.040-30571600, 27819856, Fax : 040-27846854

ATTENDANCE SLIP

I / We hereby record my / our presence at the Annual General Meeting of the Company held on Thursday, 28th July, 2016 at 10.30 A.M. at Rajdhani hall, 1st floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S.D. Road, Secunderabad-500003.

For Physical Holding	For Electronic Form (Demat) NSDL / CDSL		No. of shares
LFNo.	DP ID	CLIENT ID	
NAME OF THE MEMBER / JOINT MEMBER(S) (IN BLOCK CAPITALS):			

Signature of the member/
Joint member(s) / proxy



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Ph.no.040-30571600, 27819856, Fax : 040-27846854

PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
Email ID	
Folio No / Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:

Address :

Email ID :

Signature :, or failing him

2. Name:

Address :

Email ID :

Signature :, or failing him

3. Name:

Address :

Email ID :

Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Annual General Meeting of the company, to be held on Thursday, 28th July, 2016 at 10.30 A.M. at Rajdhani hall, 1st floor, Lions Bhavan, Behind LIC & HDFC Bank, Near Paradise Circle, S.D. Road, Secunderabad-500003 at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Signature of Proxy Holder(s):

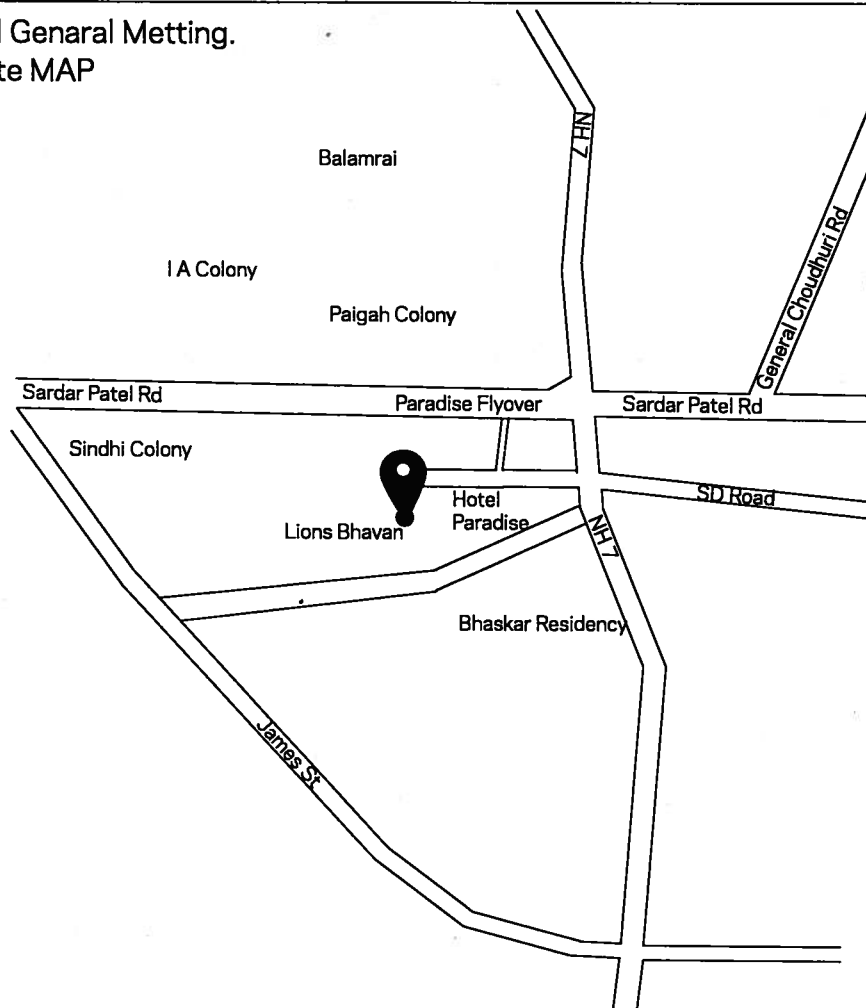
Signature of Proxy Holder(s)

AFFIX
REVENUE
STAMP
₹/-

Resolution No.	Particulars	FOR	AGAINST
1.	To receive, consider and adopt the audited statement of Profit and Loss for the year ended 31st March, 2016 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon.		
2.	To declare Dividend on Equity shares of the Company for the year ended 31st March, 2016.		
3.	To declare dividend on preference shares for the year ended 31st March, 2016		
4.	Reappointment of Smt.Padmini Agarwal, Director liable to retire by rotation.		
5.	To appoint auditors and fix their remuneration.		
6.	Reappointment and revision in the remuneration of Sri H.L.Raihan, Director and Chief Executive (Denim Division).		
7.	Revision in the remuneration of of Sri L.N.Agarwal, Chairman and Managing Director.		
8.	Revision in the remuneration of Sri Paritosh K.Agarwal, Managing Director.		
9.	Revision in the remuneration of Smt. Padmini Agarwal, Wholetime Director.		
10.	Appointment of Sri Dhruv Vijai Singh as Independent Director.		
11.	Appointment of Dr.G.Vivekanand as Independent Director.		
12.	To ratify the remuneration of Cost Auditor.		

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

53rd Annual General Meeting. Venue - Route MAP





SURYALAKSHMI COTTON MILLS LIMITED

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ECS MANDATE

Name of the first / sole shareholder :

Ledger folio No. / Client ID :

Particulars of bank account of first / sole shareholder

Name of the Bank :

Name of the Branch :

Bank Branch Address :

9 digit code number of the Bank and Branch

as appearing on the MICR cheque issued by the

Bank :

Type of Account

☐

Savings

☐

Current

☐

Cash Credit

Account No. (as appearing on the Cheque Book) :

Ledger No. /Ledger Folio No. (If appearing on the
Cheque Book / Pass Book) :

In lieu of the bank certificates to be obtained as under, please attach a blank cancelled cheque or a photocopy of a cheque issued to you by your Banker, for verification of the particulars provided herein.

Effective Date :

I hereby, declare that the particulars given above are correct and complete. I undertake to inform you promptly any subsequent changes in the above particulars. If the payment transaction is delayed or not effected at all for reasons of incomplete or incorrect information or beyond the control of the Company, I will not hold Suryalakshmi Cotton Mills Limited responsible. I have read the option invitation letter and agree to discharge the responsibility expected of me as a participant under the Scheme.

Place : Signature of the shareholder *

(*as per specimen signature)

BANKERS' CERTIFICATION

Certified that the particulars furnished above are correct as per our records.

National ECS / Electronic Clearing Service (ECS) for Payment of Dividend

To the shareholders,

The Company has introduced NECS / Electronic clearing Service (ECS) for payment of dividend. This would facilitate shareholders to obtain the dividend electronically and the payment would consequently be faster and loss of dividend instrument in postal transit would be eliminated.

Under this method, the Company would issue payment instructions to the Clearing House of Reserve Bank of India through the bankers of the Company. The clearing House would furnish to the service branches of the destination banks branch wise credit reports indicating the beneficiary details such as names of the branches where the accounts are maintained, the names of the beneficiaries account type, account numbers and the respective amounts. The service branch would in turn pass on the advices to the concerned branches of their bank, which would credit the beneficiary's accounts on the appointed date. An advice of remittance would be sent by the Company to the shareholders opting for electronic transfer.

Considering the benefits derived in NECS/ECS for payment of dividend, shareholders are advised to avail this facility. Securities & Exchange Board of India and the Department of Company Affairs, Government of India, have made it mandatory on the part of the companies to offer NECS/ECS facility, wherever the said facility is available.

Presently, NECS/ECS facility is available all over the country irrespective of the amount involved

Shareholders holding shares in physical form wishing to participate in this scheme may please fill in the NECS/ECS Mandate Form printed overleaf in legible English, sign and return the same to the Company immediately at its Registered Office /Registrar & Transfer Agent. Please note that the information provided by you should be accurate and complete in all respects and duly certified by your bankers. In lieu of the bank certification, you may attach a blank cancelled cheque or a photocopy of a cheque for verification of the particulars provided by you in the NECS/ECS Mandate Form.

The shareholders holding shares in electronic form in the depository system are requested to forward the NECS/ECS particulars to their depository participant for incorporation in their records. The depository would forward the required information to the Company at the time of payment of Dividend.

In case you require any clarification /assistance, please feel free to contact the Company.

E.V.S.V.SARMA
Company Secretary

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