

SURYALAKSHMI COTTON MILLS LTD

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

2nd September, 2017.

To

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

Dear Sir,

Scrip Code : SURYALAXMI

Reg.: Amendment in Articles of Association.

Pursuant to the provision of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby inform you that following amendment in Articles of Association has been made by passing a Special Resolution at the 54th Annual General Meeting of the Company held on 28th August, 2017.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", and shall include any of its Committees) is authorized to accept as it may deem fit, the Article 265 of the Articles of Association of the Company be altered and substituted by the following new Article:

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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

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Article 265

The Managing Director so appointed under Article 263 shall whilst holding such office be liable to be taken into account in determining the requirement for retirement of Directors by rotation and his office shall be subject to retirement by rotation and when reappointed as Director immediately on retirement by rotation, shall continue to hold his office of Managing Director and such reappointment shall not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the company be and are hereby authorized to do all acts, deeds, things, and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

The explanatory statement is also attached herewith for the information of members.

We kindly request you to take the same on your record.

Thanking You.

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



E.V.S.V.SARMA
COMPANY SECRETARY

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Amendment in Articles of Association

The Article 265 presently provides that office of the Managing Director shall not be subject to retirement by rotation. Under the provisions of the Listing Regulations, in the case of listed Companies at least half of the Board of Directors shall comprise of Independent Directors and the Company has also to comply with the provisions of the Companies Act, 2013 regarding Directors, who are subject to retirement by rotation. Presently only Sri Paritosh K.Agarwal and Smt. Padmini Agarwal are available to be considered as Directors liable to retire by rotation.

To ensure that Sri Paritosh K.Agarwal is eligible to retire by rotation, it is necessary to amend Article 265 suitably for this purpose. 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.

