



SURYALAKSHMI COTTON MILLS LIMITED

Registered Office : 105, 6th Floor, Surya Towers, S.P. Road, Secunderabad 500 003.

(CIN : L17120TG1962PLC000923)

Website : www.suryalakshmi.com • Email :- slcmtd@suryalakshmi.com

Ph.no. 040-30571600/27819856 • Fax : 040-27846854

NOTICE

NOTICE is hereby given that the 52nd Annual General Meeting of the Members of Suryalakshmi Cotton Mills Limited will be held on **Wednesday, 29th July, 2015 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, 2015 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, 2015.
3. To declare dividend on preference shares of the Company for the year ended 31st March, 2015.
4. To appoint a Director in place of Sri H L Ralhan (DIN 00018362) who retires by rotation and who, being eligible, offers himself for re-appointment.
5. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS

Item 6: TO CONSIDER, 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 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 the re-appointment of Sri Paritosh Agarwal (DIN : 00008738), Managing Director for a period of 5 years from 21/06/2015 to 20/06/2020 on the following terms and conditions:

- i. SALARY : ₹3,50,000/- 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 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 a 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 Paritosh Agarwal be paid the above remuneration as minimum remuneration subject to provisions of Schedule V of the Companies Act, 2013."

Item 7: TO CONSIDER, 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 Corporate Governance guidelines prescribed by Securities and Exchange Board of India in terms of Clause 49 of the listing agreement of the Stock Exchanges, Sri R.S.Agarwal (DIN: 00012594) be and is hereby appointed as an Independent Director for a period of five consecutive years. i.e. upto July 28, 2020."

"RESOLVED FURTHER THAT Sri R.S.Agarwal, as an Independent Director shall not be liable for retirement by rotation during the tenure of his office."

Item 8: TO CONSIDER, 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 Corporate Governance guidelines prescribed by Securities and Exchange Board of India in terms of Clause 49 of the listing agreement of the Stock Exchanges, Sri Navrang Lal Tibrewal (DIN: 00030151) be and is hereby appointed as an Independent Director for a period of five consecutive years. i.e. upto July 28, 2020."

"RESOLVED FURTHER THAT Sri Navrang Lal Tibrewal, as an Independent Director shall not be liable for retirement by rotation during the tenure of his office."

Item 9 : TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS AN ORDINARY RESOLUTION:

"RESOLVED THAT Dr. G. Vivekanand (DIN:00011684), who was appointed as an Additional Director of the Company by the Board of Directors and who ceases to hold office U/s.161 of the Companies Act, 2013, at this meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

Item 10 : TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS AN ORDINARY RESOLUTION:

"RESOLVED THAT Sri Dhruv Vijai Singh (DIN:07180749), who was appointed as an Additional Director of the Company by the Board of Directors and who ceases to hold office U/s.161 of the Companies Act, 2013, at this meeting and in respect of whom

the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

Item No.11: TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS A SPECIAL RESOLUTION:

"RESOLVED THAT the Company do hereby approve in terms of Section 180 and other applicable provisions if any, of the Companies Act, 2013 the mortgaging and/or charging by the Board of Directors ("Board") of the Company of all the movable and immovable properties of the Company wheresoever situate, present and future, of the whole of the undertakings of the Company on FIRST CHARGE BASIS and on the entire current assets of the Company on SECOND CHARGE BASIS together with power to takeover the management of the business and concern of the Company in certain events to or in favour of :

IDBI Bank Limited (IDBI Ltd) to secure its term loan of ₹40 Crores;

Andhra Bank (AB) to secure its term loan of ₹40 Crores;

Export Import Bank of India (EXIM Bank) to secure its term loan of ₹15 Crores;

With interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, cost, charges, expenses and other monies, payable by the Company vide its loan agreement(s) entered/to be entered into by the Company.

Provided that the above mortgage/charge on first charge basis and on second charge basis in favour of IDBI Ltd/AB/EXIM Bank shall rank paripassu with the mortgages and or charges already created/to be created by the company to secure the term loans sanctioned/to be sanctioned by IDBI Ltd/AB/EXIM Bank'.

"RESOLVED FURTHER THAT the Company do hereby authorise the Board to take all necessary steps for the execution of the documents for creation of the aforesaid mortgage/charge".

Item 12 : TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves that the Register of Members, the index of members and copies of Annual Returns along with the copies of certificates and documents or any or more of them, required to be annexed thereto under Section 88 & 92 of the said Act, be kept at the office of the Company's Registrars and Transfer Agents, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, HYDERABAD-500032 with effect from 1st April, 2015 instead of being kept at the Registered Office of the Company."

"RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, desirable or expedient to give effect to this resolution."

Item 13: TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS AN 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 ₹60,000/- (Rupees Sixty 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 financial year 2015 – 16.

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

Place: Secunderabad
Date: 29th May, 2015

E.V.S.V. SARMA
COMPANY SECRETARY

NOTES:

1. The register of members and share transfer books will be closed from to July 23, 2015 to July 29, 2015 (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 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:

| 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 |

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.

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) Amendment Rules, 2015 and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, 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 kvcr133@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 52nd 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., July 22, 2015, 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 Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, 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 Tuesday, July 28, 2015 (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 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 Tuesday, July 28, 2015 (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 52nd 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 Saturday, July, 25, 2015 (9.00 a.m. IST) and ends on Tuesday, July, 28, 2015 (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., July 22, 2015, 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 July 22, 2015.
- 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 Stock Exchanges at Mumbai 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 for the Annual Report with them at the time of attending Annual General Meeting.

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

Sri Paritosh Agarwal

Sri Paritosh Agarwal (DIN 0008738) was appointed as Managing Director for a period of 5 years w.e.f. 21.06.2010 on a remuneration of ₹3.5 lakhs p.m., commission @ 1% plus perquisites. His remuneration was revised to ₹3.5 lakhs p.m. and commission @ 2% plus perquisites from 27/05/2014 to 20/06/2015. His term of appointment comes to an end on 20th June, 2015. The Nomination and Remuneration Committee has recommended the reappointment of Sri Paritosh K. Agarwal as Managing Director for a period of 5 years at a remuneration of ₹3.5 lakhs p.m. and commission @ 2% plus perquisites w.e.f. 21.06.2015. The appointment by the Board is subject to the approval of the Members by way of an ordinary resolution in the General meeting and also of the financial institutions. The Board recommends his reappointment to the members for their approval.

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

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

No. of shares held by Sri Paritosh Agarwal as on 31/03/2015 in the Company is 1478472.

Item No.7

Sri R.S. Agarwal

Sri R.S. Agarwal (DIN: 00012594), B.Sc., B.E. (Chemical Engineering) started his career in 1965 and after serving in various capacities with a leading paper mill of Northern India for nine years and with Industrial Development Bank of India (IDBI) for 28 years, retired as Executive Director of IDBI.

The recently enacted Companies Act, 2013 provides that one third of the Board of Directors of a Listed Company shall consist of Independent Directors who shall be appointed for a term of five consecutive years who shall also not be liable to retire by rotation during their tenure.

In the opinion of Board of Directors, Sri R.S. Agarwal 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.

1. Videocon Industries Ltd.
2. Suryalata Spinning Mills Limited
3. The Ramco Industries Limited
4. The Ramco Cement Limited
5. Ramco Systems Limited
6. Liberty Videocon General Insurance Co. Ltd.
7. GVK Jaipur – Kishangarh Expressway (P) Ltd.

No. of shares held by Sri R.S. Agarwal as on 31/03/2015 in the Company is NIL.

Except Sri R.S. Agarwal, no other Director / Key Managerial Personnel / their relatives is interested in the resolution.

Item No.8

Sri Navrang Lal Tibrewal

Sri Navrang Lal Tibrewal (DIN :00030151) is an Advocate by profession and was appointed as a Judge of the Rajasthan High Court in 1990. He was appointed as the acting Chief Justice of Rajasthan High Court in May, 1998 and was subsequently appointed as the Governor of Rajasthan and he retired as such in January, 1999.

The recently enacted Companies Act, 2013 provides that one third of the Board of Directors of a Listed Company shall consist of Independent Directors who shall be appointed for a term of five consecutive years who shall also not be liable to retire by rotation during their tenure.

In the opinion of Board of Directors, Sri Navrang Lal Tibrewal 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 Navrang Lal Tibrewal as on 31/03/2015 in the Company is NIL.

Except Sri Navrang Lal Tibrewal, no other Director / Key Managerial Personnel / their relatives is interested in the resolution.

Item No.9

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.

Dr. G.Vivekanand was appointed as Additional Director of the Company by the Board of Directors at their meeting held on 29/05/2015 u/s.161 of the Companies Act, 2013 and hence vacates office at the ensuing Annual General Meeting. In this regard the Company has received notices required under Section 160 of the Companies Act, 2013 proposing his appointment as a Director of the Company, liable to retire by rotation.

The Board recommends the appointment of Dr. G.Vivekanand to the members.

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.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.

Sri Dhruv Vijai Singh was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 29/05/2015 u/s.161 of the Companies Act, 2013 and hence vacates office at the ensuing Annual General Meeting. In this regard the Company has received notices required under Section 160 of the Companies Act, 2013 proposing his appointment as a Director of the Company, liable to retire by rotation.

The Board recommends the appointment of Sri Dhruv Vijai Singh to the members.

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 – APPROVAL OF MORTGAGE

The Company is setting up a spinning unit at Amravati, Maharashtra. The Company has been sanctioned term loans of ₹40 Crores by IDBI Bank Limited, ₹40 Crores by Andhra Bank and ₹15 Crores by EXIM Bank.

All these loans are to be secured by a First paripassu charge on the entire movable and immovable properties of the Company and the second paripassu charge on the entire current assets of the Company.

The Board recommends the resolution for the members' approval.

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

ITEM NO.12 – KARVY'S CHANGE OF ADDRESS

The company in its 49th Annual General Meeting had approved the location of office of Company's Registrar and Transfer Agent viz., M/s.Karvy Computershare Private Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081 as the place where the Company's Register of Members and other records may be kept instead of the Registered Office of the Company. Now that the Company's Registrar and Transfer Agent, M/s.Karvy Computershare Private Limited have shifted their above address to Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-32, the approval of the members is required U/s.94 of the Companies Act, 2013 for keeping the above records at the new location viz., M/s.Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.

The Board recommends the item for approval of the members.

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

Item No. 13

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 2015-16 on a remuneration of ₹60,000/- 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: 29th May, 2015

E.V.S.V. SARMA
COMPANY SECRETARY