



Suryalata Spinning Mills Limited

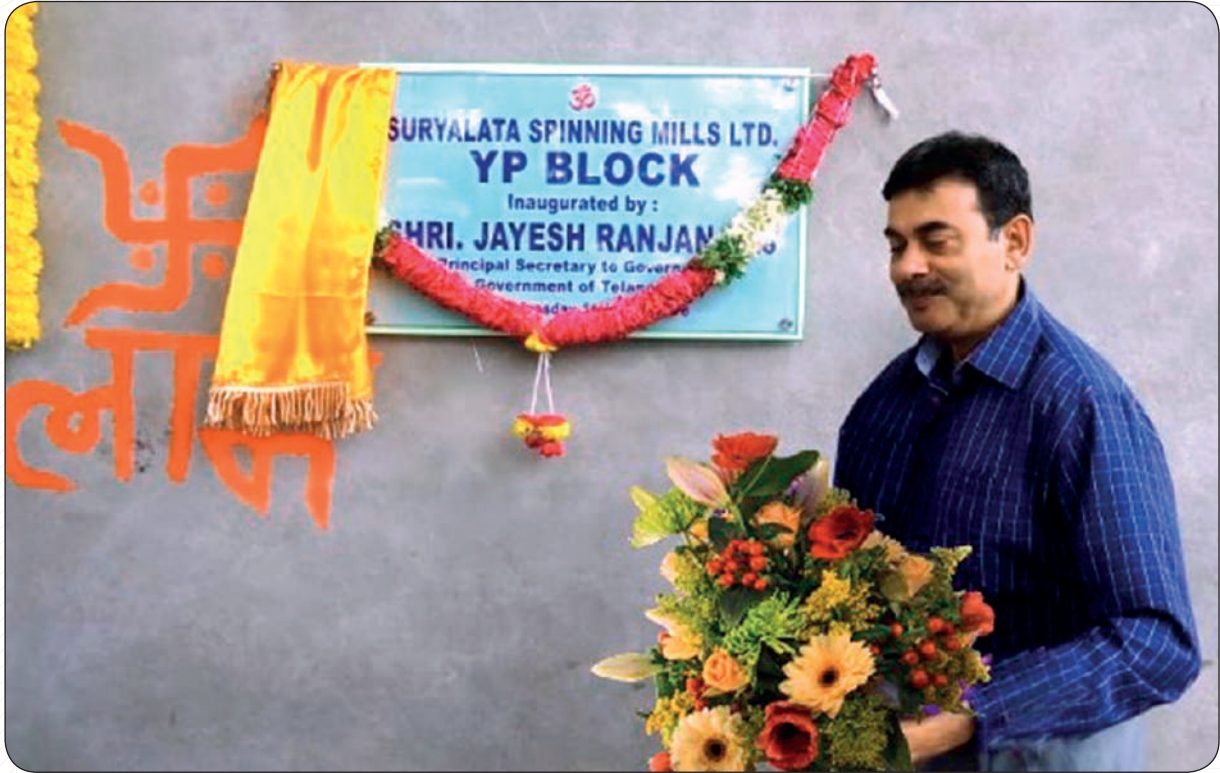
Consistency & Quality Ensures End Results

35th Annual Report 2017-18





Inauguration Ceremony on 11th July, 2018
at Kalwakurthy





In memoriam



Pankhuri and Yash Agarwal



Your achievements, memories will be for ever

Those precious years always in our hearts

The years may come - the years may go

We could never forget your vision and motivation

We inspire on every day in the journey of success

Suryalata Team



New Machinery of Modernization





CSR Activities



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REGISTERED OFFICE

Surya Towers, 1st Floor,
105, Sardar Patel Road, Secunderabad - 500 003.

Tel : 040 - 2777 4200
Fax : 040 - 27846859
E-mail : cs@suryalata.com
Website : www.suryalata.com
ISIN : INE132C01027
CIN : L18100TG1983PLC003962
Listed on : Bombay Stock Exchange Limited (BSE)
Scrip Code : 5 1 4 1 3 8

REGISTRAR & TRANSFER AGENTS

M/s.Karvy Computershare Private Limited,
Karvy Selenium Tower - B, Plot No: 31-32,
Gachibowli, Financial District, Serilingampally,
Nankramguda, Hyderabad - 500 032

Tel : 040 - 6716 1606, 6716 1770
Fax : 040 - 2342 0814
E-mail : einward.ris@karvy.com
Website : www.karvy.com

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri R Surender Reddy (DIN: 00083972)
 Sri Vithaldas Agarwal (DIN: 00012774)
 Sri Mahender Kumar Agarwal (DIN: 00012807)
 Sri K Lakshmikanth Reddy (DIN: 00016766)
 Sri R S Agarwal (DIN: 00012594)
 Sri K R Suresh Reddy (DIN: 00074879)
 Smt. Madhavi Agarwal (DIN: 06866592)
 Sri K K Sinha (DIN: 03383960)

Sri K Nageswara Rao
 Sri Deepesh Kumar Pipalwa

Chairman & Independent Director
 Managing Director
 Joint Managing Director
 Independent Director
 Independent Director
 Independent Director
 Executive Director
 Director (Operations)

Chief Financial Officer
 Company Secretary (Up to 31st May, 2018)

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Sri R Surender Reddy, Chairman
 Sri R S Agarwal, Member
 Sri K R Suresh Reddy, Member

THE NOMINATION & REMUNERATION COMMITTEE

Sri K R Suresh Reddy, Chairman
 Sri K Lakshmikanth Reddy, Member
 Sri R S Agarwal, Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Sri K R Suresh Reddy, Chairman
 Sri Vithaldas Agarwal, Member
 Sri Mahender Kumar Agarwal, Member

THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sri R Surender Reddy, Chairman
 Sri Vithaldas Agarwal, Member
 Sri Mahender Kumar Agarwal, Member

STATUTORY AUDITORS

K S Rao & Co.,
 Flat No. 602,
 Golden Green Apartments,
 Irramanzil Colony, Hyderabad – 500 082

INTERNAL AUDITORS

Brahmayya & Co.,
 Flat No. 403 & 404,
 Golden Green Apartments,
 Erramanzil Colony, Hyderabad – 500 082

SECRETARIAL AUDITORS

VCAN & Associates,
 8-3-969/3, 105,
 Triveni Apartments, Srinagar Colony,
 Hyderabad - 500 073

COST AUDITORS

Aruna Prasad & Co.,
 “Krishna”, Plot No.802/2,
 Door No.28, 64th Street, 10th Sector,
 K K Nagar, Chennai-600 078

BANKERS

State Bank of India, IFB, Hyderabad
 IDBI Bank Limited, Chennai
 IndusInd Bank Limited, Hyderabad

FACTORIES

Marchala Village, Kalwakurthy Mandal,
 Nagar Kurnool District, Telangana – 509 320
 Urukondapet Village Urukonda Mandal,
 Nagar Kurnool District, Telangana – 509 320

Book Closure Dates: 08th August, 2018 to 13th August, 2018 (Both days Inclusive)

NOTICE

NOTICE is hereby given that the **35th Annual General Meeting** of the Members of **SURYALATA SPINNING MILLS LIMITED** will be held on **Monday, 13th August, 2018 at 11.00 A.M. at Kamat Lingapur Hotel, 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad – 500 016, Telangana** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the **Audited Financial Statements** of the Company for the **Financial year ended 31st March, 2018**, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare **dividend on Cumulative Redeemable Preference Shares** of the Company for the financial year ended 31st March, 2018.
3. To declare **dividend @ 15% (₹ 1.50 per equity share of ₹ 10/-each) to Non-promoter Equity Shareholders** of the Company for the financial year ended **31st March, 2018**.
4. To appoint a director in place of **Sri Mahender Kumar Agarwal, (DIN : 00012807) Joint Managing Director** of the Company who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the Provisions of Section 148 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in forces, the remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand Only) and reimbursement of out of pocket expenses incurred by **M/s. Aruna Prasad & Co., Cost Accountants (Firm Registration No. 100883)** appointed by the Board of Directors to conduct the Audit of the cost records of the Company for the Financial Year ended 31st March, 2019, be and is hereby approved and ratified”.

**For and on behalf of the Board
For Suryalata Spinning Mills Limited**

**Vithaldas Agarwal
Managing Director
DIN: 00012774**

Place: Secunderabad

Date : 19th May, 2018

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself / herself and such proxy need not be a member. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The instrument appointing a proxy should however be deposited at the registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto in respect of business set out under item no : 05
5. Members/Proxies/Authorized Representative should bring the Attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **08-08-2018 to 13-08-2018** (both days inclusive) for determining the names of Members eligible for dividend on equity shares subject to the approval of Members at Annual General Meeting.
8. All unclaimed dividends upto the Financial Year 2009-10 paid by the Company have been transferred to the Investor Education and Protection Fund (said 'Fund') of the Central Government and for the subsequent years thereafter which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government Information in respect of such unclaimed dividend when due for transfer to the said fund is given below:

For the Financial year	Date of declaration	Unclaimed Dividend Amount (in Rs.)	Last Date of claiming unpaid Dividend/Due Date for transfer to IEPF Account
2010 – 11	15 th September, 2011	1,75,785	21 st October, 2018
2011 – 12	12 th September, 2012	89,604	18 th October, 2019
2012 – 13	10 th August, 2013	99,868	15 th September, 2020
2013 – 14	6 th August, 2014	1,01,309	11 th September, 2021
2014 – 15	21 st September, 2015	1,25,151	27 th October, 2022
2015 – 16	28 th September, 2016	1,21,900	2 nd November, 2023
2016 – 17	4 th September, 2017	1,07,195	10 th October, 2024

Members who have not en-cashed the dividend warrant(s) so far for the aforesaid financial years are requested to make their claim to the Company at its registered office. It may also be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund (IEPF) no claim shall lie in respect thereof with the Company.

All shares (33,197 shares) in respect of which dividend has not been paid or claimed (relevant shares) for and upto and including the F.Y. 2009-10 has been transferred to Investor Education and Protection Fund (IEPF) suspense account by following the provisions of Section 124(6) read with IEPF rules on 08/12/2017. Shareholders are requested to claim their respective dividend(s), if any, which remain unclaimed/ unpaid from the Financial Year 2010-11.

Further the details of the un-claimed dividend for the above said years are also placed on the Company's Website i.e. www.suryalata.com.

9. Members are requested to address all their correspondence including change of address, mandates etc. to the **Registrars viz. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500032; Phone No.: 040 - 6716 1606.**
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. From the Company electronically.
11. The Company's Equity shares are listed at **BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001** and the Company has paid the Listing Fees to the said Stock Exchange.
12. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
13. A Statement giving the details of the Director (s) seeking re-appointment in the accompanying notice, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 is annexed thereto.
14. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
15. Members may note that the Notice of the **35th Annual General Meeting (AGM)** the Annual Report for the F.Y. 2017-18, Copies of Audited financial statements, Director's Report, and Auditor's Report etc. will also be available on the website of the Company, www.suryalata.com. Members holding shares in electronic mode are therefore requested to keep their e-mail addresses updated with the Depository participants.

Voting through electronic means :

16. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in pursuance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is pleased to provide its members' the facility of 'remote e- voting (e-voting from a place other than venue of AGM) to exercise their right to vote at the **35th Annual General Meeting ("AGM")** by electronic means and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited ("Karvy").
- The facility for voting, either through electronic voting system or through ballot /polling paper shall also be made available at the venue of the 35th Annual General Meeting of the Company. The Members attending the meeting, who have not already cast their vote through the remote e-voting shall be able to exercise their voting rights at the meeting. The Members who have already cast their vote through remote e- voting may attend the Meeting but shall not be entitled to cast their vote again at the Annual General Meeting.
 - The Voting rights of the Members shall be in proportion to the paid up value of their shares in the Equity Capital of the Company as on cut-off date i.e **August 03, 2018**.The e-voting facility will be available at the link <http://evoting.karvy.com> during the following period :
Commencement of e-voting: **From August 08, 2018 (9.00 A.M. IST) to August 12, 2018 (5.00 P.M. IST).**
 - E-voting shall not be allowed beyond **5.00 P.M on August 12, 2018** and the remote e-voting shall be blocked forthwith. During the e-voting period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on August 03, 2018, may cast their vote electronically.
 - The Chairman of the Company will declare the results within 48 hours of the conclusion of **35th Annual General Meeting** and the same will be published on the website of the Company i.e., www.suryalata.com and on the website of Karvy i.e., www.karvy.com
 - The company has appointed Mr. Ajay Naga Choudhary Vemuri of **M/s. VCAN & Associates, Practicing Company Secretaries, (M.No: A36089 and C.P.No. 15460)** as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

**For and on behalf of the Board
For Suryalata Spinning Mills Limited**

**Vithaldas Agarwal
Managing Director
DIN: 00012774**

Place: Secunderabad
Date : 19th May, 2018

Corporate identification Number: **L18100TG1983PLC003962**

Registered office :
Surya Towers, 1st Floor,
105, Sardar Patel Road
Secunderabad – 500 003.
Tel: 040 - 2777 4200
Email: cs@suryalata.com
Website : www.suryalata.com