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ADDRESS FOR COMMUNICATION TO

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
GST : 36AADCS0823M1ZA
Listed on : B S E Limited
Scrip Code : 5 1 4 1 3 8

REGISTRAR & TRANSFER AGENTS

KFin Technologies Limited
CIN: U72400TG2017PLC117649
Unit: Suryalata Spinning Mills Limited
Selenium, Tower B, Plot 31-32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad – 500 032.
Rangareddi, Telangana, India
Phone No.: 040 6716 1500 / 6716 2222,
E-Mail: einward.ris@kfintech.com
Website: www.kfintech.com

CHAIRMAN'S SPEECH

A very warm welcome to all the shareholders, esteemed Board of Directors and distinguished invitees to the 39th Annual General Meeting (AGM) of your Company. Firstly, I would like to express my heartfelt gratitude to all the stakeholders who have reposed faith in us and supported us through our journey of 39 long years and hope that you shall continue to bless us as we move along for many more years to come.

Before speaking about the performance of your company, allow me to walk you through the current scenario of our Company and the Textile industry in which we operate in.



R Surender Reddy

The past two years have been nothing but arduous and exigent. The entire world and our industry grappled with COVID-19 and its unforeseen ramifications. The factories turned off their machines and shut their doors. Our labour-intensive industry was no exception to it.

However, from financial year 2021-22 the Indian economy has bounced back and the estimated growth is around 8.9 per cent. Some of the worst-hit sectors like the textile industry are witnessing rapid recoveries and are expected to grow.

It is commendable that our company, despite of innumerable challenges, is emerging stronger, healthier and is soaring high.

It gives me immense pleasure to share that your company has achieved a turnover of ₹ 48,034 lakhs and earned a profit of ₹ 4,774 lakhs in the fiscal year 2021-22, it being the highest since inception of the company. Indeed an important milestone in the history of the company. We have achieved the milestone with our consistent performance over the years, strategic plans, timely execution, state-of-art manufacturing facilities with the latest technology, hardwork and commitment from our dedicated workforce, reliability and long relationships with the customers that established strong market position and the favourable demand conditions.

Keeping pace with the market demand, your Company has upgraded its entire spinning capacity to value-added yarn such as Slub Yarns, TFO Yarns and also taken steps to produce Vortex Yarns (New Product) in the coming years. The Company installed solar plant 4.342 MW on BOT basis at Kalwakurthy Unit and 4.585 MW on CAPEX mode at

Urukondapet Unit, in addition to solar plant of 1.20 MW under BOT model. Further, installed 1.00 MW solar plant in the month of April, 2022 with the company's internal accrual funds. Thereby, total installations are 11.127 MW against connected power load of 12.652 MW. With these installations, your Company is able to generate 20% power requirement to the manufacturing units which has thereby improved the profitability of the company.

Global Textile & Apparel (T&A) is one of the largest in world trade. Its export is effectively in the midst of a gradual shift away from single source country. After witnessing a strong recovery from the pandemic, the entire Indian Textile & Apparel Industry is now embarked upon a new trajectory of growth. During FY 2022, export of textiles registered a significant growth after several years of stagnation due to unfavourable market dynamics. Considering the export potential of the sector and Government's strategy to boost exports through bilateral deals are helping the country to achieve the novel goals. We are committed to quality, excellent customer relations & services and shall continue to maintain the ethical, moral and professional standard in our business dealings. We continue to make progress on our value creation model based on a balanced pursuit of top-line and bottom-line growth with capital efficiency.

We believe that we have built a strong foundation for the future with sustainable and profitable growth for the long term. Our deep-rooted legacy, brand power, global status, visionary approach, innovation capabilities and commitment to sustainability boost our leadership position in the industry.

I would like to take this opportunity and extend my gratitude to the Board Members for their persistent and unabated support and I wholeheartedly thank our Employees which are our pillars for their consistent commitment, dedication and grit during these tough times and achieve the milestone. They worked relentlessly day and night throughout the year to warrant our mission.

Last but not the least, I appreciate and thank the Central and State Government's and Regulatory authorities, Company's valued customers, suppliers, vendors, bankers and investors for their consistent and resolute co-operation and trust.

MY BEST WISHES TO ALL OF YOU!

THANKYOU!

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri R Surender Reddy (DIN: 00083972)

Sri Vithaldas Agarwal (DIN: 00012774)

Sri Mahender Kumar Agarwal (DIN: 00012807)

Smt. Madhavi Agarwal (DIN: 06866592)

Sri K R Suresh Reddy (DIN: 00074879)

Sri K Lakshmikanth Reddy (DIN: 00016766)

Sri K Harishchandra Prasad (DIN: 00012564)

Sri K Nageswara Rao

Smt Khushboo Jain

Chairman & Non-Executive Independent Director

Managing Director

Joint Managing Director

Whole-Time Director

Non-Executive Independent Director

Non-Executive Independent Director (Upto 24.08.2021)

Non-Executive Independent Director (w.e.f 27.08.21)

Chief Financial Officer (CFO)

Company Secretary & Compliance Officer

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Sri R Surender Reddy, Chairman

Sri K R Suresh Reddy, Member

Sri K Lakshmikanth Reddy, Member (Upto 24.08.2021)

Sri K Harishchandra Prasad, Member (w.e.f. 27.08.2021)

STAKEHOLDERS RELATIONSHIP COMMITTEE

Sri K R Suresh Reddy, Chairman

Sri Vithaldas Agarwal, Member

Sri Mahender Kumar Agarwal, Member

STATUTORY AUDITORS

K S Rao & Co.,

Chartered Accountants, Hyderabad.

SECRETARIAL AUDITORS

R & A Associates,

Company Secretaries, Hyderabad.

BANKERS

State Bank of India, IFB, Hyderabad

IDBI Bank Limited, Chennai

HDFC Bank limited, Hyderabad

IndusInd Bank Limited, Hyderabad

NOMINATION & REMUNERATION COMMITTEE

Sri K R Suresh Reddy, Chairman

Sri R Surender Reddy, Member

Sri K Lakshmikanth Reddy, Member (Upto 24.08.2021)

Sri K Harishchandra Prasad, Member (w.e.f. 27.08.2021)

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sri R Surender Reddy, Chairman

Sri Vithaldas Agarwal, Member

Sri Mahender Kumar Agarwal, Member

INTERNAL AUDITORS

Brahmayya & Co.,

Chartered Accountants, Hyderabad.

COST AUDITORS

Aruna Prasad & Co.,

Cost Accountants, Chennai.

FACTORIES

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

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

Book Closure dates: 18th September, 2022 to 29th September, 2022 (Both days Inclusive)

Notice is hereby given that the **39th Annual General Meeting** of the Members of Suryalata Spinning Mills Limited (the Company) will be held on Thursday, September 29, 2022 at 02.00 P.M. (IST) through **Video Conferencing (VC)/Other Audio-Visual Means (OAVM)** to transact the following items of business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, 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 March 31, 2022.
3. To declare dividend @ 30% (₹ 3/- per equity share of 10/- each) to Non-Promoter Equity Shareholders of the Company for the financial year ended March 31, 2022.
4. To appoint a Director in place of Sri Vithaldas Agarwal, (DIN: 00012774) Managing Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. K. S. Rao & Co., Chartered Accountants (ICAI Firm Registration Number 003109S) as the Statutory Auditors of the Company for a period of five years from the conclusion of this 39th Annual General Meeting till the conclusion of 44th Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. **To take note of the existing borrowings powers (₹ 200 Crores) of the Company as per the provisions of Section 180 1 (c) of the Companies Act 2013 and to avail re-approval for the same:**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the special resolution passed at the 31st Annual General Meeting held on 6th August 2014 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company for borrowing from time to time any sum or sums of money by way of cash credit, loan, overdraft, discounting of bills, operating of letters of credit, for standing guarantee or counter-guarantee and any other type of credit line or facility up to an amount not exceeding Rupees 200 Crores [Rupees Two Hundred Crores](including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company, its free reserves and securities premium, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT Sri. Vithaldas Agarwal, Managing Director of the Company and / or Sri. Mahender Kumar Agarwal Joint Managing Director be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. **Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings as per provisions of Section 180 (1) (a) of the Companies Act 2013:**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company for creation of charge / mortgage / pledge / hypothecation / security in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for

securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT Sri. Vithaldas Agarwal, Managing Director of the Company and / or Sri. Mahender Kumar Agarwal Joint Managing Director of the Company be and are hereby authorized severally to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

8. Revision in the terms of payment of remuneration to Sri. Vithaldas Agarwal, Managing Director of the Company:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** in partial modification to the resolution passed by the members in the 36th Annual General Meeting of the Company, subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the shareholders of the Company, consent of the members be and is hereby accorded for revision of Basic Salary of Sri. Vithaldas Agarwal, Managing Director of the Company from the existing limit of ₹ 3,25,000/- per month to ₹ 4,25,000/- per month with effect from July 1, 2022 till the remaining period of his tenure.

RESOLVED FURTHER THAT except for the revision in the basic salary, all other perquisites, terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

9. Revision in the terms of payment of remuneration to Sri. Mahender Kumar Agarwal, Joint Managing Director of the Company:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** in partial modification to the resolution passed by the members in the 37th Annual General Meeting of the Company, subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the shareholders of the Company, consent of the members be and is hereby accorded for revision of Basic Salary of Sri. Mahender Kumar Agarwal, Joint Managing Director of the Company from the existing limit of ₹ 3,25,000/- per month to ₹ 4,25,000/- per month with effect from July 1, 2022 till the remaining period of his tenure.

RESOLVED FURTHER THAT except for the revision in the basic salary, all other perquisites, terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.

10. Revision in the terms of payment of remuneration to Smt. Madhavi Agarwal, Whole-time Director of the Company:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in partial modification to the resolution passed by the members in the 36th Annual General Meeting of the Company, subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the shareholders of the Company, consent of the members be and is hereby accorded for revision of Basic Salary of Smt. Madhavi Agarwal, Whole-time Director of the Company from the existing limit of ₹ 2,25,000/- per month to ₹ 3,25,000/- per month with effect from July 1, 2022 till the remaining period of her tenure.

RESOLVED FURTHER THAT except for the revision in the basic salary, all other perquisites, terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

11. To ratify the remuneration of the Cost Auditor Smt. Aruna Prasad (M/s. Aruna Prasad & Co., Cost Accountants) for financial year ending March 31, 2023:

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 ₹ 40,000/- (Rupees Forty 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 March 31, 2023, be and is hereby approved and ratified.”

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

**Sd/-
Vithaldas Agarwal
Managing Director
DIN: 00012774**

Place: Secunderabad
Date: 5th August 2022

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its circular nos.14/2020 and 17/2020 dated April 8, 2020, April 13, 2020 and 3/2022 dated 5th May 2022 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19".circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", Circular no. 02/2021 dated January 13, 2021 and Circular no. 2/2022 dated 05th May 2022 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" {collectively referred to as "MCA Circulars" and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid-19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.
2. In compliance with the applicable provisions of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the AGM of the members of the Company is scheduled to be held on Thursday, September 29, 2022 at 02.00 P.M (IST) through VC / OAVM and the voting for items to be transacted in the Notice to this AGM is only through remote electronic voting process("e-Voting"). The deemed venue for the 39th AGM will be registered office of the Company at Surya Towers, I Floor 105, Sardar Patel Road, Secunderabad, Telangana-500003, India.
3. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being proposed to be held pursuant to the said MCA circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the attendance slip and proxy form are not attached to this notice.
4. The explanatory statement as required under Section 102 of the Companies Act, 2013, in respect of special business mentioned in the Notice is annexed hereto.
5. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate etc.

In case you are holding Company's shares in physical form, please inform Company's RTA viz. KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Rangareddi Telangana, India by enclosing a photocopy of blank cancelled cheque of your bank account.
6. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Rangareddi Telangana, India are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.

8. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

9. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. The Members/Claimants whose shares, unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 which is available on www.iepf.gov.in and on the website of the Company www.suryalata.com along with requisite fee as decided by it from time to time.

Members who have not yet encashed the dividend warrants from the financial year ended March 31, 2014 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents without any further delay. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amount which were lying with the Company upto and in respect of the year ended on March 31 2013, have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website at www.suryalata.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in.

Members are requested to contact the Company's Registrar and Share Transfer Agent or the Company to claim the unclaimed/unpaid dividends.

10. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
11. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DP's with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated.
12. Members may also note that the Notice of the 39th Annual General Meeting is available on the Company's website: www.suryalata.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at cs@suryalata.com.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Since the AGM will be held through VC/OAVM, there is no requirement to annex Route Map to the Notice.
15. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.

16. Retirement of Directors by rotation: Sri. Vithaldas Agarwal, (DIN: 00012774) Managing Director of the Company, retire by rotation at the ensuing AGM and, being eligible, offer himself for re-appointment. The Board of Directors recommends the re-appointment of Sri. Vithaldas Agarwal, (DIN: 00012774) Managing Director, whose office is liable to retire by rotation.

E-VOTING

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No.2/2022 dated 5th May 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has being uploaded on the website of the Company at www.suryalata.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also hosted on the website of CDSL (agency for providing the e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No.2/2022 dated 5th May 2022.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM AND JOINING MEETING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **Wednesday, September 21, 2022 at 09.00 hrs (IST) and ends on Wednesday, September 28, 2022 at 17.00 hrs (IST)**. During this period shareholders of the Company, holding shares either in physical form or in