



Annual Report 2013-2014

 **Suryavanshi**  
spinning mills ltd.

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## Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circular stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of Government in full measure, members who have not registered their e-mail addresses, so far, requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Sri Badrinarayan Agarwal  
Sri R.Surender Reddy  
Dr. Akkineni Nageswara Rao  
Sri G.Ganesh  
Sri Rajender Kumar Agarwal  
Sri Jeetender Kumar Agarwal  
Sri Devender Kumar Agarwal  
Sri Surender Kumar Agarwal  
Sri Pankaj Goel  
Sri Manish Gupta

Executive Chairman  
Director  
Director (upto 22.01.2014)  
Nominee Director of IDBI (upto 02.06.2013)  
Managing Director  
Executive Director  
Whole time Director  
Director  
Director (from 28.11.2013)  
Director (from 31.03.2014)

### Vice President (Corporate Affairs) & Company Secretary

Sri B.R.S. Reddy

### Vice President (Finance & Accounts)

Sri B. Somasekhara Rao

### Auditors

M/s. Brahmayya & Co.  
Flat No. 403 & 404, Golden Green Apartments  
Irrum Manzil Colony,  
Hyderabad - 500082

### Audit Committee

Sri R. Surender Reddy  
Sri Jeetender Kumar Agarwal  
Sri Surender Kumar Agarwal  
Sri Pankaj Goel

### Bankers

Andhra Bank  
State Bank of Hyderabad  
ICICI Bank Limited

### Stake Holder Relationship Committee

Sri Rajender Kumar Agarwal  
Sri Surender Kumar Agarwal  
Sri B.R.S. Reddy

### Registered Office

6th Floor, Surya Towers, 105, S.P.Road  
Secunderabad – 500003, Telangana  
Website: [www.suryavanshi.com](http://www.suryavanshi.com)  
Email: [info@suryavanshi.com](mailto:info@suryavanshi.com)  
CIN: L14220TG1978PLC002390  
Phone: 91-40-30512700  
Fax: 91-40-30512725/27815135

### Nomination & Remuneration Committee

Sri R. Surender Reddy  
Sri Surender Kumar Agarwal  
Sri Pankaj Goel

ISIN No. INE431C01015  
Listed on BSE Limited  
Script Code : 514140

### Registrar and Share Transfer Agents

Karvy Computer Share Private Limited  
Plot No. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad – 500081  
Tel No. 040-44655000, Fax No. 040-23420814  
e-mail : [einward@karvy.com](mailto:einward@karvy.com)

### FACTORIES

Spinning & Medical Textile Divisions  
Aliabad, Medchal Taluq, Ranga Reddy Dist.  
Telangana - 500 078.

## NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Suryavanshi Spinning Mills Limited will be held on **Tuesday, 30th September, 2014 at 10.00 A.M. at Gayatri Gardens, Survey No.26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500003**, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and statement of Profit and Loss of the Company and Cash Flow Statement of the Company for the year on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Sri Jeetender Kumar Agarwal, who retires by rotation and, being eligible offers himself for reappointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVE THAT Sri Jeetender Kumar Agarwal DIN 0041946, be and is here by re-appointed as a Director of the company, liable to retire by rotation”

3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and in this connection, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an ordinary Resolution.

“RESOLVED THAT M/S Brahmaya & Co., Chartered Accountants, (Firm's Registration Number 0005135) be and are hereby re-appointed as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company”.

### SPECIAL BUSINESS

4. **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 subject to such other approval as may be required consent of the Company be and is hereby accorded to the appointment of Sri Badrinarayan Agarwal (DIN : 00042123) as Executive Chairman and Whole Time Director liable to retire by rotation for a period of three years from 01.02.2014 to 31.01.2017 on the following terms and conditions :

Basic Salary: Rs. 1,50,000/- per month

Commission: @ 1% (one percent) of Net Profits of the Company or 50% of the basic salary, whichever is less.

Perquisites: In addition to salary and commission as stated above Sri Badrinarayan Agarwal, shall be entitled to the following perquisites:

### PART – A

- i. Rent free furnished residential accommodation with all facilities and amenities including such services such as gas, electricity, water etc. or House Rent Allowance to the extent of 40% of the basic salary whichever is higher.
- ii. Medical Reimbursement: Reimbursement of medical expenses for self and family subject to a ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.
- iii. Leave Travel Concession: For self and family once in a year in accordance with the Rules of the Company.
- iv. Fees of clubs: Subject to a maximum of two clubs provided that no life membership or admission fees is paid.
- v. Personal Accident Insurance: Premium not to exceed Rs. 4,000/- (Rupees Four Thousand) per annum.

### PART – B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, if any.

Gratuity payable shall not exceed half a month's basic salary for each completed year of service.

## **PART – C**

Provision of car for use of Company's business and telephone and other communications at residence.

Resolved further that Sri Badrinarayan Agarwal when reappointed as Whole Time Director immediately on retirement by rotation, shall continue to hold his office of Director and such reappointment shall not be deemed to constitute a break in his appointment as Whole Time Director of the company.

**RESOLVED FURTHER THAT** where in any financial year during the currency of tenure of Sri Badrinarayan Agarwal, executive Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances, as specified above as a minimum remuneration subject to provisions of Schedule V of the Companies Act, 2013 “

## **5. 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 subject to such other approval as may be required, the consent of the Company be and is hereby accorded for the appointment of Sri Rajender Kumar Agarwal (DIN 0041892) and re-designation from Joint Managing Director, who shall be Managing Director liable to retire by rotation for a period of three years from 13.02.2014 to 12.02.2017 on the following terms and conditions :

Basic Salary: Rs. 1,40,000/- per month

Commission: @ 1% (one percent) of Net Profits of the Company or 50% of the basic salary, whichever is less.

Perquisites: In addition to salary and commission as stated above Sri Rajender Kumar Agarwal, shall be entitled to the following perquisites:

## **PART – A**

- i. Rent free furnished residential accommodation with all facilities and amenities including such services such as gas, electricity, water etc. or House

Rent Allowance to the extent of 40% of the basic salary whichever is higher.

- ii. Medical Reimbursement: Reimbursement of medical expenses for self and family subject to a ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.
- iii. Leave Travel Concession: For self and family once in a year in accordance with the Rules of the Company.
- iv. Fees of clubs: Subject to a maximum of two clubs provided that no life membership or admission fees are paid.
- v. Personal Accident Insurance: Premium not to exceed Rs. 4,000/- (Rupees Four Thousand) per annum.

## **PART – B**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, if any.

Gratuity payable shall not exceed half a month's basic salary for each completed year of service.

## **PART – C**

Provision of car for use of Company's business and telephone and other communications at residence.

Resolved further that Sri Rajender Kumar Agarwal when reappointed as Whole Time Director immediately on retirement by rotation, shall continue to hold his office of Director and such reappointment shall not be deemed to constitute a break in his appointment as Whole Time Director of the company.

**FURTHER RESOLVED THAT** where in any financial year during the currency of tenure of Sri Rajender Kumar Agarwal, Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances, as specified above as a minimum remuneration subject to provisions of Schedule V of the Companies Act, 2013 “

## **6. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS AN ORDINARY RESOLUTION:**

‘RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies

Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri R. Surender Reddy (DIN: 00083972), non executive Director of the Company who retires by rotation and offered himself for re-appointment and who submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 30th September 2014 to 29th September, 2019”.

“RESOLVED FURTHER THAT Sri R Surender Reddy as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.”

**7. TO APPOINT SHRI SURENDER KUMAR AGARWAL (DIN: 00281576) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGH FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.**

‘RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri Surender Kumar Agarwal (DIN: 00281576), non executive Director of the Company of the Company and who submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 30th September 2014 to 29th September, 2019”.

“RESOLVED FURTHER THAT Sri Surender Kumar Agarwal as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.”

**8. TO APPOINT SHRI PANKAJ GOEL (DIN: 00010059) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGH FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.**

‘RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Pankaj Goel (DIN: 00010059), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 30th September 2014 to 29th September, 2019”.

“RESOLVED FURTHER THAT Sri Pankaj Goel as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.”

**9. TO APPOINT SHRI MANISH GUPTA (DIN: 00526638) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGH FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.**

‘RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Manish Gupta (DIN: 00526638), who was appointed as an Additional



Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 30th September 2014 to 29th September, 2019”.

“RESOLVED FURTHER THAT Sri Manish Gupta as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.”

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

Adoption of new articles in substitution of old.

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 the regulations contained in the draft Articles of Association submitted to this meeting, for the purpose of identification initialed by the Chairman, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to exclusion of, all the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to raise or borrow money from time to time from the Company’s Bankers or Financial Institutions or from elsewhere on such terms and

conditions as to repayment or interest or otherwise as it thinks fit, such sums as may be necessary for the purpose of the Company’s business in excess of the paid up capital and free reserves of the Company, that is to say the reserves not set apart for any specific purpose provided however, that the total amount of such borrowings together with the monies already borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) in aggregate shall not exceed at any one time a sum of Rs. 200 crores (Rupees Two Hundred Crores only).”

**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 the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecations/mortgages and/or charges and/or encumbrances if any created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a charge, mortgage /floating charge on all or any part of the movable and immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company’s Bankers/ Financial Institutions/other investing agencies and trustees for the holders of Debentures/Bonds/ other instruments/securities to secure any Rupee/ Foreign currency Loans, Guarantee assistance, Standby Letters of Credit/Letters of Credit, and/ or any issue of Non-Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/ or any other Non-Convertible and/ or other Partly/ Fully Convertible instruments/securities, whether

availed by the Company or by others, within the overall ceiling prescribed by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

**13. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITHOR 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 4 of the Companies (Audit & Auditors) Rules, 2014, the remuneration of Rs. 25000/- (Rupees Twenty Five Thousand only) plus out of pocket expenses payable to Ms. Aruna Prasad , Cost Accountant for the cost audit to be conducted by her of the cost records of the Company for the financial year 2014 – 15.

**14. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITHOR WITHOUT MODIFICATION(S) AS A SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of earlier special Resolution passed by the members at the 33rd Annual General Meeting held on 30.07.2012 and subject to the provisions of section 203, 196, 197 and Schedule V of the Companies Act, 2013 and further subject to such other consents as may be required the terms of the appointment of Sri Jeetender Kumar Agarwal executive director be and are hereby varied from 03.09.2014 to reminder of his term i.e. up to 29.05.2015 to the effect that he shall not draw any remuneration what so ever form the company"

"RESOLVED FURTHER THAT all other terms and conditions of the appointment of Sri Jeetender Kumar Agarwal approved earlier by the members of the company shall remain un altered."

**15. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITHOR WITHOUT MODIFICATION(S) AS A SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of earlier special Resolution passed by the members at the 33rd Annual General Meeting held on 30.07.2012 subject to the provisions of section 203, 196, 197 and Schedule V of the Companies Act, 2013 and further subject to such consents as may be required the terms of the appointment of Sri Devender Kumar Agarwal (DIN 0042156) whole time director be and are hereby varied from 03.09.2014 to reminder of his term i.e., upto 29.5.2015 to the effect that he shall not draw any remuneration what so ever form the company."

"RESOLVED FURTHER THAT that all other terms and conditions of the appointment of Sri Devender Kumar Agarwal approved earlier by the members of the company shall remain un altered."

**16. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITHOR WITHOUT MODIFICATION(S) AS AN ORDINARY RESOLUTION**

"RESILVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions ,if any, the permission of the company be and is here by accorded to the Board of Directors of the company to contribute on behalf of the company to bonafide, charitable and other funds any amounts notwithstanding that the aggregate of which will in any financial year may exceed 5% of Company's average net profits for the three immediately preceding financial years however subject to a ceiling of Rs 5,00,000/- during a financial year."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution

By order of the Board

**For Suryavanshi Spinning Mills Limited**

**B.R.S.Reddy**

Vice-President (Corporate Affairs)  
& Company Secretary

Place: Secunderbad  
Date: 03.09.2014



#### NOTES:

1. The register of members and share transfer books of the Company, will be closed from Monday 29th September, 2014 to Tuesday 30th September, 2014 (both days inclusive) for the purpose of Annual General Meeting .
2. A member entitled to attend the meeting is entitled to appoint a proxy to attend and vote 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.
3. 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 member. The Instrument appointing the proxy should be deposited at the registered office of the company not less than forty eight hours before the commencement of 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 year will be transferred to the Investor Education & Protection Fund set up by the Central Government on the dates mentioned against it:

For the Financial Year	Date of Declaration	Due for transfer on
2006-2007	09.08.2007	15.09.2014

Members who have not en cashed their dividend warrants pertaining to the above year may have their warrants revalidated by sending them to the Registered Office of the Company.

6. Members may note that the Notice of the 35th AGM and the Annual Report for FY 2013-14 copies of audited financial statements, directors' report, etc. will also be available on the website of the Company, [www.suryavanshi.com](http://www.suryavanshi.com) for download. Members holding shares in electronic mode are therefore requested to keep their email addresses uploaded with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address M/s. Karvy

Computershare Private Limited, Plot No. 17 to 24, Vithal Rao Nagar, Madhapur, Hyderabad – 500 081.

#### 7. E-Voting :

The Companies Act, 2013 provide that every Listed Company shall provide to its members a facility to exercise their right to vote at Annual General Meeting by electronic mean. Accordingly a member may exercise his right to vote at the AGM by electronic means. The detailed procedure and guidelines for exercising this right to vote by electronic means is provided below :-

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, it is mandatory to extend to the Members of the Company, the facility to vote at the AGM by electronic means.

Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.

The Company has appointed Mrs. Rashida Adenwala, Partner R&A Associates, Hyderabad, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will conduct the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company. The result of the same will be disclosed at the AGM proceedings.

#### INSTRUCTION FOR E-VOTING

1. To use the following URL for e-voting :  
From Karvy website : <http://evoting.karvy.com>
2. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
3. Enter the login credentials (i.e. user id and password mentioned in the Notice of the AGM). Your Folio no.DP ID Client ID will be your user ID.
4. After entering the details appropriately, click on LOGIN.
5. You will reach the Password change menu wherein you are required to mandatorily change your password, The new password shall comprise of

minimum 8 characters with a least one upper case (A-Z), one lower case (E-Z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT i.e., Suryavanshi Spinning Mills Ltd.
8. On the voting page, enter the number of shares as on the cut off date under FOR / AGAINST or alternatively you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
9. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios / demat account.
10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
11. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
12. The portal will be open for voting from 9 a.m. on September 24.09,2014 to 6 p.m. on 26.09.2014
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Compushare Pvt. Ltd at Tel.no. 1800 345 4001 (toll free).
14. The Members are free to contact either the Company or the Registrars for any clarifications they may need in this connection.
15. The Companies Act, 2013 provides for the facility of nomination to the holders of Shares 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 the Registered Office of the Company. (The forms are available at the Regd. Office /Office of Registrars of the Company).
16. The shares of the Company continue to be listed on the Stock Exchanges at Mumbai and the Company has paid upto date all the listing fees to these exchanges.
17. Members are requested to notify immediately any change in their addresses to the Company.
18. The members are requested to bring their copy for the annual report with them at the time of attending Annual General Meeting.

By order of the Board  
**For Suryavanshi Spinning Mills Limited**

**B.R.S.Reddy**  
Vice-President (Corporate Affairs)  
& Company Secretary

Place: Secunderbad  
Date: 03.09.2014