**The instructions for e-voting are as under:**

**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) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, 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 authorized 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 53rd 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., 21st July, 2016, 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 Companies Act, 2013 read with relevant rules, 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 selfaddressed 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 Wednesday, 27th July, 2016 (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 for 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 Wednesday, 27th July, 2016 (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 53rd 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 Sunday, 24th July, 2016 (9.00 a.m. IST) and ends on Wednesday, 27th July, 2016 (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., 21st July,2016, 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 21st July, 2016.

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.