

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of Suryalakshmi Cotton Mills Limited will be held on Wednesday, 02nd March, 2022 at 10.30 A.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 6th Floor, Surya Towers, 105, S.P.Road, Secunderabad - 500 003 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

1. Issuance of Equity Warrants to Promoters of the Company on Preferential Basis:

To consider and if thought fit to pass, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 21,33,000 (Twenty One Lakh Thirty Three Thousand) Equity warrants ("Warrants") at a price of Rs. 85/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company ("Equity Shares") at a premium of Rs. 75/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating up to Rs. 18,13,05,000/- (Rupees Eighteen Crore Thirteen Lakh Five Thousand only) to Promoters Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padmini Agarwal, Sri. Vedant Agarwal, Paritosh Agarwal (HUF),

GOVERNMENT RECOGNISED EXPORT HOUSE

Regd. Office : Surya Towers, 6th Floor, 105 Sardar Patel Road, Secunderabad - 500 003. Telangana, INDIA

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

E-MAIL : slcmltd@suryalakshmi.com WEBSITE : www.suryalakshmi.com



and L.N.Agarwal (Family Trust) of the Company ("proposed allottee") for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members."

"RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of equity share warrants be and is hereby fixed as Monday, 31st January, 2022 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, 02nd March, 2022."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (vi) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.



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SURYALAKSHMI COTTON MILLS LTD



(AN IS/ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED COMPANY)

- (vii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- (viii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in- principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard."

By Order of the Board of Directors
For SURYALAKSHMI COTTON MILLS LIMITED

E.V.S.V.SARMA
Company Secretary



Place: Hyderabad
Date: 02/02/ 2022

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NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the Extraordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") during the calendar year 2020. Further, the MCA vide its General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 extended the above exemptions till June 30, 2022. The Registered office of the Company situated at 6th floor, Surya Towers, 105 S.P.Road, Secunderabad - 500003 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat.
2. Pursuant to the Provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of Physical attendance of members has been dispensed with. accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of the EGM venue are not annexed to this notice.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
4. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the EGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the EGM, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at kvcr133@gmail.com with a copy marked to evoting@kfintech.com.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting on first-come first-served basis by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the M/s. KFin Technologies Private Limited (Kfintech) e-Voting website at www.evoting@kfintech.com. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.



6. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice will also be available on the Company's website www.suryalakshmi.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the M/s. KFin Technologies Private Limited (Kfintech) a service provider for voting through remote e-Voting, for participation in the forthcoming EGM through VC/OAVM facility and e-Voting during the EGM at <https://www.evoting@kfintech.com>
7. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are also annexed herewith.
8. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
 - A. Instructions for attending the EGM:
 1. Members will be able to attend the EGM through VC / OAVM or view the live webcast of EGM at <https://ris.kfintech.com/vc/login2vc.aspx> by using their remote e-voting login credentials and selecting the 'Event' for Company's EGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
 2. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and Members who may like to express their views or ask questions during the EGM may register themselves at <https://ris.kfintech.com/AGMVC> speaker registration. Facility of joining EGM will be closed on expiry of 15 minutes from the schedule time of the EGM. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the EGM.
 3. Facility of joining the EGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
 4. Members who need technical assistance before or during the EGM, can contact KFinTech at <https://ris.kfintech.com/agmq/agmq/login.aspx>.



B. Instructions for e-voting

1. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the **cut-off date i.e. Friday, 04th February, 2022** only shall be entitled to avail the facility of remote e-voting/e-voting at the EGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. **The Members can cast their vote online from 9.00 A.M. (IST) on Saturday, 26th February, 2022 to 5.00 P.M. (IST) on Tuesday, 01st March, 2022. At the end of Remote e-voting period, the facility shall forthwith be blocked.**
2. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
3. The Members present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
4. The procedure and instructions for e-voting are as follows:
 - a. Open your web browser during the remote e-voting period and navigate to "https://evoting.kfintech.com".
 - b. Enter the login credentials (i.e., user id and password) mentioned in the communication. You're Folio No. / DP ID No. / Client ID No. will be your User- ID. User - ID: For Members holding shares in Demat form For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID User - ID: For Members holding shares in Physical Form: - Event Number followed by Folio No. registered with the Company Password: Your unique password is sent via e-mail forwarded through the electronic notice Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$, etc.). Kindly note that this password can be used by the Demat holders for votings in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Kfintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, 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.



- e. You need to login again with the new credentials.
 - f. On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.
 - g. If you are holding shares in Demat form and had logged on to "https://evoting.kfintech.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
 - h. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
 - i. After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - j. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
5. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@kfintech.com' (Details are given in point 4 above). The file / scanned image of the Board Resolution / authority letter should be in the format viz. 'Corporate Name Event no.'

Login method for e-voting:

Applicable only for individual members holding securities in Demat

As per the circular of SEBI on e-voting facility provided by Listed Companies dated December 09, 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Individual Members (holding securities in demat mode) login through Depository:

The procedure to login and access remote e-voting, as devised by the Depository, is given below:



NSDL	CDSL
<p>1. Users already registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. Enter your User ID and Password for accessing IDeAS, 4. On successful authentication, you will enter your IDeAS service login. 5. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. 6. Click on "Active e-voting Cycles" option under e-voting. 7. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi 2. Enter your User ID and Password for accessing Easi / Easiest. 3. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.
<p>2. Users not registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. To register, click on URL: https://eservices.nsdl.com. 2. Select "Register Online for IDeAS". 3. Proceed to complete 	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. To register, click on URL https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.



<p>registration using your DP ID, Client ID, Mobile Number, etc.</p> <p>4. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p>3. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://eservices.nsdl.com 2. Click on the button "Login" available under "Shareholder / Member section". 3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen. 4. On successful authentication, you will enter the e-voting module of NSDL. 5. Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting. 6. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period. 	<p>3. Users may directly access the e-voting module of CDSL as per the following procedure;</p> <ol style="list-style-type: none"> 1. Click on URL: www.cdslindia.com / http://www.evotingindia.com. 2. Provide demat account number and PAN. 3. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account. 4. On successful authentication, you will enter the e-voting module of CSDL. 5. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

Individual Members (holding securities in demat mode) login through their depository participants.

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants



registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of "KFin" to cast your vote without any further authentication.

Important note:

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website.	Contact details in case of technical issue on CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Applicable for non-Individual members and members holding shares in physical form. Login method for non-individual members and members holding shares in physical form are given below:

1. Initial password is provided in the body of the email.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:-

1. For NSDL: 8 character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form:

Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

2. After entering the details appropriately, click on LOGIN.
3. 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 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, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

4. You need to login again with the new credentials.
5. On successful login, the system will prompt you to select the EVENT number of the Company.
6. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
7. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
8. Cast your votes 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
9. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Any person who becomes a member of the Company after dispatch of the Notice of the EGM and holding shares as on the cut-off date i.e. **Wednesday, February 23, 2022** may obtain the user ID and password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD IN12345612345678

Example for CDSL:

MYEPWD 1402345612345678

Example for Physical:

MYEPWD XXXX1234567

- i. If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- ii. A member may call KFin toll free number 1-800-309-4001
- iii. A member may send an e-mail request to evoting@kfintech.com.



- iv. If the member is already registered with KFin e-voting platform, then he / she can use his / her existing User ID and password for casting the vote through remote e-voting.
- ii. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFin website for e-voting: <https://evoting.kfintech.com> or contact "KFin", (Unit: Suryalakshmi Cotton Mills Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at e-mail Mr. Veeda Raghunath raghu.veedha@kfintech.com at phone no. 1-800-309-4001 (toll free)

EVEN (E-Voting Event Number)	USER ID	Password / PIN
6183	IN30154918452029	Existing Password

The remote e-voting facility will be available during the following voting period:

Commencement of Remote e-voting	From 9 a.m. (IST) on Saturday, February 26, 2022
End of Remote e-voting	Up to 5 p.m. (IST) on Tuesday, March 01, 2022

The remote e-voting module shall be disabled for voting after the expiry of the date and time mentioned above. Once the vote on a resolutions(s) cast by the Member, the Member shall not be allowed to change it subsequently;





(AN IS/ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED COMPANY)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1:-

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The following disclosures for the issue of equity shares and warrants on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

i. The objects of the preferential issue:

The Company proposes to utilize the proceeds of the issue to meet the Bankers requirement of infusing Promoters' contribution by way of Equity capital as the Promoters will subscribe to the preferential offer of Equity share warrants.

ii. The total number of shares or other securities to be issued:

A total of 21,33,000 share warrants is proposed to be offered as under Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padimini Agarwal, Sri. Vedant Agarwal, Sri. Paritosh Agarwal (HUF), and Sri. L.N.Agarwal (Family Trust) with a right to subscribe for one share for each warrant held. The equity warrants will be issued at a price of Rs. 85/- with a right to the warrant holder for and be allotted one equity share of the value of Rs. 10 at a premium of Rs.75.

iii. The price or price band at which the allotment is proposed:

The issue price is Rs. 85/- per Equity warrant provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations.

iv. Basis on which the price has been arrived at:

The equity shares of Company are listed on Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

(a) The 90 trading days volume weighted average of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or



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SURYALAKSHMI COTTON MILLS LTD



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(b) The 10 trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Ten (10) days preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Share warrants.

v. The relevant date on the basis of which price has been arrived at:

Monday, 31st January, 2022 being the 30 days prior to the date of Extraordinary General Meeting i.e. 02nd March, 2022.

vi. The class or classes of persons to whom the allotment is proposed to be made:

Name of Investor promoter	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue		Post Issue of Equity Shares		Post Conversion of Equity Warrants	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Sri. L.N. Agarwal	Sri.L.N.Agarwal	13,64,516	8.18			18,19,316	9.67
Sri. Paritosh Agarwal	Sri. Paritosh Agarwal	14,78,472	8.86			19,71,272	10.48
Smt. Padmini Agarwal	Smt. Padmini Agarwal	9,71,815	5.83			12,95,715	6.89
Sri. Vedant Agarwal	Sri. Vedant Agarwal	17,17,164	10.30			23,22,664	12.35
Sri. Paritosh Agarwal (HUF)	Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal Smt. Aparna Agarwal	-	-			1,33,000	0.71
Sri. L.N.Agarwal (Family Trust)	Sri. L.N.Agarwal Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal	3,70,000	2.23			4,93,000	2.62

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vii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:

Promoters, is intending to participate/subscribe to the proposed issue and no other directors or key managerial personnel of the Company are subscribing to this offer.

viii. The proposed time within which the allotment shall be completed:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sl. No.	Name of the proposed Allottees	% Post Issue of Equity Shares	% Post Conversion of Equity Warrants
1.	Sri. L.N. Agarwal		9.67
2.	Sri. Paritosh Agarwal		10.48
3.	Smt. Padmini Agarwal		6.89
4.	Sri. Vedant Agarwal		12.35
5.	Sri. Paritosh Agarwal (HUF)		0.71
6.	Sri.L.N.Agarwal (Family Trust)		2.62

x. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Warrants including the conversion thereof into Equity Shares of the Company.



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- xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

- xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

- xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr. No.	Category	Pre-Issue Shareholding (as on Dec 31, 2021)		Post-Issue of Equity Shares Shareholding		Post-Conversion of Equity Warrants Shareholding	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
A	Promoters and Promoter Group Holding:						
1.	Indian:			-	-		
	Individual/HUF	9326889	55.94	-	-	11459889	60.94
	Bodies Corporate						
	Sub Total						
2.	Foreign Promoters	-	-				
	Sub Total (A)	93,26,889	55.94	-	-	11459889	60.94
B	Non-Promoters holding:						
1.	Institution:						
a)	Financial Institutions/Banks	67,266	0.4	-	-	67,266	0.35
b)	Foreign Bodies Corporate						
2.	Non-Institution:						
a)	Individuals	57,79,190	34.67	-	-	57,79,190	30.73
b)	Indian Bodies Corporate	8,31,285	4.97	-	-	8,31,285	4.42
c)	NRI (Repatriable)	62,474	0.69	-	-	62,474	0.33
d)	NRI (Non-Repatriable)	1,15,928	0.37	-	-	1,15,923	0.62
e)	Clearing Member	68,897	0.41	-	-	68,897	0.37
f)	Directors	28,000	0.18	-	-		0.15
g)	Trust	100	0	-	-	100	0
h)	NBFC	0	0	-	-	0	0
i)	Others	3,92,261	2.37	-	-	3,92,261	2.09
	Sub Total (B)	73,45,401	44.06	-	-	73,45,401	39.06
	TOTAL (A) + (B)	1,66,72,290	100.00	-	-	18805290	100.00



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xiv. Lock-In Period:

The Equity Shares being allotted pursuant to exercise of such warrants shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI (ICDR) Regulations.

xv. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.

xvi. The percentage of post preferential issue capital that may be held by them and change in control if any in the issuer consequent to the preferential issue.

Name of Investor promoter	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue		Post Issue of Equity Shares		Post Conversion of Equity Warrants	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Sri. L.N. Agarwal	Sri.L.N.Agarwal	13,64,516	8.18			18,19,316	9.67
Sri. Paritosh Agarwal	Sri. Paritosh Agarwal	14,78,472	8.86			19,71,272	10.48
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No change in control or status of Promoter is envisaged as the ultimate beneficial owners are also members of the same promoter group only.

xvii. Requirements as to re-computation of price:

The Company undertakes that the price of the share warrants shall be recomputed in terms of the SEBI (ICDR) regulations where required to do so. In all undertakes that if the amount payable on account of re computation of price is not paid within the time stipulated in the regulations the warrants shall continue to be locked in till the time such amount is paid by the allottees. .

xviii. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for equity shares that will be issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

xix. Practising Company Secretary's Certificate:

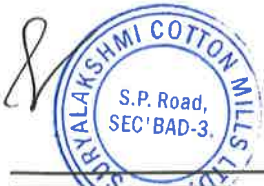
Practising Company Secretary of the Company, Mr. K.V.Chalama Reddy, Company Secretary has issued a certificate confirming that the issue of the warrants is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate has been hosted on the Company's website <http://www.suryalakshmi.com/investor-announcements.aspx> and can be viewed on the link.

xx. Other Disclosures/Undertaking:

- It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter or fraudulent borrower.
- The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1 in the accompanying notice for your approval.



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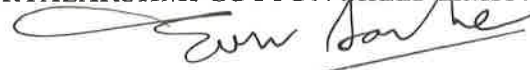


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None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors
For SURYALAKSHMI COTTON MILLS LIMITED



rⁿ E.V.S.V.SARMA
Company Secretary

Place: Hyderabad
Date: 02/02/2022



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