NOTICE

NOTICE is hereby given that the 63rd Annual General Meeting (AGM) of the Members of Suryalakshmi Cotton Mills Limited will be held on Wednesday, 30 September, 2026 at 11:00 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 AGM shall be deemed to be held thereat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of Profit and Loss for the year ended 31 March, 2026 and audited Balance Sheet as on that date and the reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Sri Paritosh Agarwal (DIN: 00008738), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM 3: RATIFICATION OF THE REMUNERATION OF COST AUDITOR.

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** the Company do hereby approve and ratify in terms of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s), re-enactment thereof for the time being in force and amended from time to time), the remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) plus out of pocket expenses payable to M/S. S. Hariharan & Associates, (Firm Registration No. 100486), Cost Accountants for the cost audit to be conducted by them of the cost records of the Company for the financial year 2026-27."

"**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

ITEM 4: APPOINTMENT OF SRI VENKATA PHANI KIRAN KUMAR IMMANENI (DIN: 11737207) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the SEBI Listing Regulations") and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for appointment of Sri Venkata Phani Kiran Kumar Immaneni (DIN: 11737207), as Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations and in respect of whom a notice in writing under Section 160 of the Act has been received from a Member proposing his candidature for office of the Director of the Company be and is hereby appointed as a Non-Executive Independent Director on the Board of the Company for a term of five (5) consecutive years with effect from 27 July, 2026, who shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

ITEM 5: RATIFICATION AND AUTHORISATION FOR CREATION OF MORTGAGE, CHARGE AND SECURITY INTEREST ON THE ASSETS OF THE COMPANY.

To consider, and, if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof and/or any Director(s) and/or officer(s) authorised by the Board) to create, extend, continue, renew, modify, substitute or otherwise deal with any mortgage, charge, hypothecation, lien, pledge or other security interest, whether by way of first charge, second charge, exclusive charge, pari passu charge or otherwise, on all or any part of the movable and/or immovable properties, assets, undertakings, present and/or future assets of the Company, in favour of any bank(s), financial institution(s), lender(s), security trustee(s) or any other person or entity, for securing the financial facilities, borrowings and/or other financial assistance availed or to be availed by the Company."

"**RESOLVED FURTHER THAT** the Members hereby ratify, confirm and approve all actions, deeds, matters and things already undertaken or caused to be undertaken by the Board and/or any Director(s) or authorised officer(s) of the Company in relation to the creation, extension, continuation, renewal, modification, substitution or documentation of any mortgage, charge or other security interest on the assets or properties of the Company in connection with the financial facilities and/or borrowings of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise, execute, sign, deliver and register such mortgage deeds, deeds of hypothecation, declarations, undertakings, agreements, security documents, applications, forms, writings and other documents as may be required by any lender(s), bank(s), financial institution(s), security trustee(s), statutory authority or any other person and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director(s), Key Managerial Personnel or other officer(s) of the Company, as may be deemed appropriate."

"**RESOLVED FURTHER THAT** a certified true copy of this resolution be furnished to such bank(s), financial institution(s), lender(s), security trustee(s), Registrar of Companies or any other authority or person as may be required."

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

E.V.S.V. SARMA
COMPANY SECRETARY &
COMPLIANCE OFFICER
(M No. A5220)

Place :Secunderabad
Date :25 May, 2026

Notes and Shareholder Information:

1. Ministry of Corporate Affairs (MCA), vide General Circular No. 03/2025 dated 22 September, 2025 ("MCA circular") & the Securities and Exchange Board of India vide circular SEBI / HO / CFD / CFD-PoD-2 /P / CIR / 2024 / 133 dated 03 October, 2024 ("SEBI circular") have allowed the Companies to conduct AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circular & SEBI Circular, the AGM of the Company is being held through VC / OAVM. The AGM proceedings will be made available on the Company's website. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Since the ensuing AGM is being held pursuant to the MCA Circulars through VC / OAVM which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.

3. Since AGM will be held through VC / OAVM, the Route Map is not required and hence, not annexed to this Notice.

4. Members are requested to carefully read the "Procedure for joining the AGM through VC / OAVM" given in this Notice.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Only those members, who are present in the meeting through VC / OAVM facility and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, will be allowed to vote through e-voting system at the AGM ("InstaPoll").

7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of its Board or governing body Resolution / authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said resolution / authorization shall be sent by e-mail through the registered e-mail address to KFin Technologies Limited (KFin / RTA) at evoting@kfintech.com and to the Company at cs@suryalakshmi.com.

8. All investor related communication may be addressed to KFin at the following address:

Address for Correspondence / Operations Centre	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032
Contact Person	Mr. Mohammed Shanoor, Deputy Manager - Corporate Registry
E-mail ID	einward.ris@kfintech.com
Toll Free Number	1800 309 4001
WhatsApp Number	(91) 910 009 4099
Investor Support Centre	https://kprism.kfintech.com/
RTA Website	https://ris.kfintech.com
KPRISM (Mobile Application)	https://kprism.kfintech.com/signup

9. (a) In compliance with above mentioned circulars of MCA the Notice calling this AGM along with the Annual Report for FY 26 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company's RTA. Members may kindly note that the Notice of AGM and Annual Report for FY 26 will also be available on the Company's website viz. www.suryalakshmi.com and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).

   (b) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / 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.

Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

10. In order to enable the Company to comply with MCA circulars issued for holding AGM via VC / OAVM and to participate in the green initiative in Corporate Governance, members are requested to register their e-mail addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form, the shareholder can send an e-mail to evoting@kfintech.com for getting the password from the RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Limited, Unit: SLCM, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 or by sending e-mail to einward.ris@kfintech.com. Members are advised to receive the Notice convening the AGM and Annual Report for FY-26 via e-mail, by updating their e-mail id by sending KYC forms to KFin Technologies Limited, Unit: SLCM, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 or by sending e-mail to einward.ris@kfintech.com. Notice of AGM can be downloaded through https://evoting.kfintech.com/public/Downloads.aspx.

11. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

12. In terms of SEBI's circular dated 20 April, 2018, members holding shares in physical form and whose PAN and Bank details are not updated in the records of KFin, are requested to submit their PAN and Bank Account details, along with self-attested copy of PAN Card and original cancelled cheque / attested copy of bank passbook bearing name of the Member to the Company / KFin.

13. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

    Members holding shares in physical mode can submit their PAN to the Company / KFin.

14. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from 01 April, 2019, securities of listed companies can be transferred only in dematerialised form. Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. The members are therefore advised, in their own interest, to dematerialize the shares held by them in physical form.

15. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.

16. Members are requested to send their queries, if any, on the financial statements / operations of the Company, via e-mail to the Company Secretary at cs@suryalakshmi.com atleast 7 days before the AGM, so that the information can be compiled in advance.

17. The documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their e-mail id registered with the Company / RTA to the Company at cs@suryalakshmi.com.

18. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Company is providing to its members facility to exercise their right to vote on the Resolutions as set out in notice of AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). The facility for voting through electronic voting system will also be available during the AGM ("InstaPoll") and members attending the AGM who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM.

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

    Commencement of remote e-voting : From 9.00 a.m. (IST) on Friday, 25 September, 2026.

    End of remote e-voting : Up to 5.00 p.m. (IST) on Tuesday, 29 September, 2026.

    Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period.

20. **Persons whose name appears in the Register of Members / list of Beneficial Owners as on Wednesday, 23 September, 2026** (Cut-off date) shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating in the AGM and vote through Insta Poll. Any person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.

21. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **Cut-off date** i.e. **Wednesday, 23 September, 2026.**

22. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23 September, 2026 to Wednesday, 30 September, 2026 (both days inclusive) for the purpose of the Annual General Meeting.

23. The Board of Directors has appointed M/s. K V C Reddy & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner and he has communicated his willingness to get appointed and will be available for the said purpose.

24. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and make a consolidated Scrutinizer's Report submission to the Chairman / Managing Director.

25. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of the conclusion of AGM and the same, alongwith the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.suryalakshmi.com and on the website of KFin viz. https://evoting.kfintech.com. The result will be simultaneously communicated to the stock exchanges viz. NSE and BSE.

26. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).

27. Pursuant to SEBI circular no. SEBI / HO / CFD / CMD / CIR / P / 2020 / 242 dated 09 December, 2020 on "e-Voting Facility provided by Listed Entities", individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account / websites of Depositories / Depository Participants.

    The members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility

    The process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM is as under:

Procedure for Login for E-voting and Attending AGM through VC / OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated 09 December, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their Demat accounts to access e-Voting facility.

A. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE:

1. Members may access the platform to attend the AGM through VC / OAVM at https://emeetings.kfintech.com by using their remote e-Voting credentials or by using their Registered Mobile number and OTP. The link for the AGM will be available in the Shareholder / Members login where the "event" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or 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 this Notice. Further, Members can also use the OTP based login for logging into the e-meeting system.

In order to login using the registered mobile number, Members should follow the instructions below.

a.) On the e-Meeting webpage, use the Mobile OTP option.

b.) Select the Meeting / Name of the Company.

c.) Input the Registered Mobile Number.

d.) Click on Send OTP.

e.) Post validation, join by selecting the Folio.

2. Please note that the 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.

3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

4. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Members who need assistance before or during the AGM, can contact RTA viz., M/s.Kfin Technologies Ltd. or they can call on the toll free number 1800 309 4001.

   Facility of joining the AGM through VC / OAVM shall be open 15 minutes before the time scheduled for the AGM.

   Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

7. AGM Questions prior to AGM: Shareholders who would like to express their views / ask questions during the meeting may log into https://emeetings.kfintech.com/ and click on "Post your Questions" may post their queries / views / questions in the window provided by mentioning the name, demat account number / folio number, e-mail-ID, mobile number. Please note that, member's questions will be answered only if the shareholders continue to hold the shares as of cut-off date BENPOS. The posting of the questions shall commence on KFIN platform from 27 September, 2026 (9:00 AM IST) and close on 28 September, 2026 (05:00 PM IST)

8. Speaker Registration during AGM session: Members may log into https://emeetings.kfintech.com/ and click on "Speaker Registration" by mentioning the demat account number / folio number, city, e-mail id, mobile number and submit. The speaker registration shall commence on 27 September, 2026 (9:00 AM IST) and close on 28 September, 2026 (05:00 PM IST).

B. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM SESSION:

1. The e-Voting "Thumb sign" on the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.

2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

3. Only those shareholders, who are present in the AGM and have not casted 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 available during the AGM.

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

In terms of the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Wednesday, 23 September, 2026, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

i) Instructions for remote e-voting by Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated 09 December, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotingloginjsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login", which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting. nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders, holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies, where the e-Voting is in progress, as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia. com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

C. **INSTRUCTIONS FOR REMOTE E-VOTING FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE**

i. Launch the internet browser and type the URL: https:// evoting.kfintech.com in the address bar.

ii. Enter the login credentials i.e. User ID and password. Your Folio No. will be your User ID.

iii. After entering the password, click on LOGIN.

iv. On successful login, the system will prompt you to select the EVEN .

v. 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.

vi. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio/demat account.

vii. 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.

viii. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at kvcr133@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'SCML_EVENT No.'

ix. Members can cast their vote online from Friday, 25 September, 2026 from 9:00 AM IST till Tuesday, 29 September, 2026 till 5:00 PM IST. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

x. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1800 309 4001 (toll free).

D. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company, as on the cut-off date.

E. The Company has appointed M/s. K V C Reddy & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.

F. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him.

G. The Results on resolutions shall be declared within 48 hours of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.suryalakshmi.com/ and on the website of KFin Technologies Ltd https://www.evoting.kfintech.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange of India Limited (BSE), where the shares of the Company are listed.

H. Process for registration of e-mail address for obtaining Annual Report for e-voting:

Physical Holding	Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register / update the contact details through submitting the requisite ISR form along with the supporting documents. ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes. a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or b) Through hard copies which are self-attested, which can be shared on the address below; or **Name:** **KFIN Technologies Limited** **Address:** Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032. c) Through electronic mode with e-sign by following the link: https://kprism.kfintech.com/ Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html
Demat Holding	Please contact your Depository Participant (DP) and register your e-mail address and bank account details in your demat account, as per the process advised by your DP.

I Application(s) by our RTA KFINTECH

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfintech has developed the following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/72) dated 08 June, 2023, have created an online application which can be accessed at https://ris.kfintech.com/ default.aspx# > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and e-mail -ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend , Interest , Redemptions, e-Meeting and e-Voting Details.

Quick link to access the signup page: https://kprism. kfintech.com/signup

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and e-Voting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the e-mail id, senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

Online PV:

- In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

  We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works:

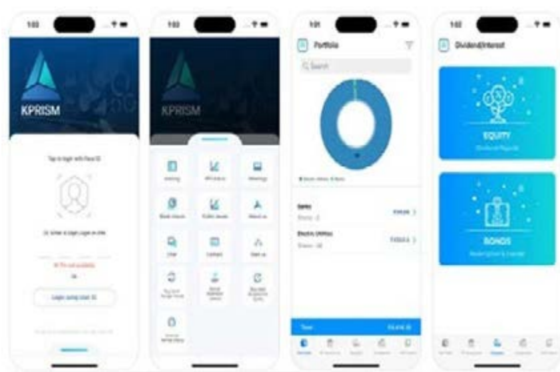
i. Users receive a link via e-mail and SMS.

ii Users record a video, take a selfie, and capture an image with their PAN card.

iii Facial comparison ensures the user's identity matches their verified ID (PAN).

KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.



QR Code to access KPRISM:

WhatsApp:

Shareholders can use WhatsApp Number: +(91) 910 009 4099 to avail bouquet of services.

E-VOTING RESULT:

The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.suryalakshmi.com and on the website of KFinTech at: https://evoting.kfintech.com. The result will simultaneously be communicated to the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, 30 September, 2026.

IEPF RELATED INFORMATION:

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred the unpaid dividend and the corresponding equity shares, in respect of which dividends remained unclaimed for seven consecutive years, to the Investor Education and Protection Fund ("IEPF"), as applicable. Since no dividend has been declared by the Company subsequent to the dividend for the financial year 2016-17, no dividend amount or corresponding equity shares are presently due for transfer to the IEPF.

Members may claim the dividend amount and corresponding equity shares already transferred to the IEPF by making an application in Form IEPF-5 in accordance with the applicable provisions of the Act and the Rules made thereunder.

OTHER INFORMATION:

28. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 01 April, 2019. Accordingly, the Company / KFinTech have stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

29. Members holding shares in physical mode are:

    a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech, if not registered with the Company / KFinTech, as mandated by SEBI by writing to the Company at cs@suryalakshmi.com or to KFinTech at einward.ris@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

    b. advised to register nomination in respect of their shareholding in the Company.

30. Members holding shares in electronic mode are:

    a. requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.

    b. advised to contact their respective DPs for registering nomination.

31. Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of:

    i. Change in their residential status on return to India for permanent settlement.

    ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

32. Share Transfer System

    The Stakeholders Relationship Committee monitors shareholders' requests for transmissions, issue of duplicate share certificates, etc. of the Company's shares. All shareholders' requests are processed through the Company's RTA, Kfin Technologies Limited.

    As per SEBI circular no. SEBI/HO/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022, shareholders' requests for transfer, transmission, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, etc., will be effected in dematerialised form only.

    After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares on submission of necessary documents. In view of this requirement members holding shares in the physical form are requested to consider converting their holdings to dematerialised form at the earliest. During the FY 2025-26, 640 equity shares were transferred to the Company's Suspense Escrow Account pursuant to the dematerialisation of physical share certificates and were subsequently transferred to the concerned shareholder's demat account upon completion of the prescribed formalities.

SEBI has issued a circular on January 30, 2026 on “Ease of Doing Investment and Ease of Doing Business – Doing away with requirement of issuance of Letter of Confirmation (“LOC”) and to effect direct credit of securities in dematerialization account of the investor” to simplify and streamline the process of credit of securities to investors' demat accounts pursuant to investor service requests such as issuance of duplicate securities certificates, transmission, transposition, claims from unclaimed suspense account and corporate actions etc.

Under the revised framework, RTAs and listed companies shall directly credit securities to the demat account of the investor, after carrying out necessary due diligence. This measure is expected to reduce the time taken for credit of securities, while also mitigating risks associated with loss or pilferage of LOC. The provisions of this circular shall come into force with effect from 02 April, 2026.

33. Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting on 30 September, 2026 Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India is given as an annexure.

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this explanatory statement contains relevant and material information, as detailed here, to enable the Members to consider for approval of the Resolutions below:

ITEM 3: RATIFICATION OF THE REMUNERATION OF COST AUDITOR.

Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditors) Rules, 2014 provides for the appointment and the remuneration of the Cost Auditor for the audit of the cost records of the company by the Board and the ratification of the remuneration of the Cost Auditor by the members of the Company. The appointment of M/s. S. Hariharan & Associates, has been approved by Board of Directors as Cost Auditor for carrying out cost audit for the financial year 2026-27 on a remuneration of ₹ 1,20,000/- plus out of pocket expenses. The ratification by the members to this remuneration is being sought in this resolution.

None of the Directors / Key Managerial Personnel / their relatives of the Company is interested in this resolution.

Your Board recommends the Ordinary Resolution as set out at Item No. 3 of this notice for your approval.

ITEM 4: APPOINTMENT OF SRI VENKATA PHANI KIRAN KUMAR IMMANENI (DIN: 11737207) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company appointed Sri Venkata Phani Kiran Kumar Immaneni (DIN: 11737207) as an Additional Director (designated as Non-Executive Independent Director) of the Company effective 27 July, 2026. Considering Sri Venkata Phani Kiran Kumar Immaneni's extensive knowledge, expertise, experience and skill sets and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Sri Venkata Phani Kiran Kumar Immaneni as Non-Executive Independent Director of the Company for the period of five (5) years with effect from 27 July, 2026.

The Company has received a declaration from Sri Venkata Phani Kiran Kumar Immaneni that he meets the criteria of independence prescribed under Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The Company has also received his consent to act as an Independent Director and declaration that he is not disqualified or debarred from being appointed as a Director in terms of Section 164 of the Act and Listing Regulations.

The Company has received notice in writing from a Member as per Section 160 of the Act proposing the candidature of Sri Venkata Phani Kiran Kumar Immaneni for the office of Independent Director of the Company.

The brief profile and areas of expertise of Sri Venkata Phani Kiran Kumar Immaneni is annexed to the Notice.

Additional information pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India as applicable are annexed to the Notice as Annexure. Copy of the draft Letter of Appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection electronically, basis the request being sent to the Company for inspection of documents.

In the opinion of the Board, Sri Venkata Phani Kiran Kumar Immaneni fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Sri Venkata Phani Kiran Kumar Immaneni is independent of the management.

Accordingly, it is proposed to appoint Sri Venkata Phani Kiran Kumar Immaneni as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five (5) consecutive years w.e.f. 27 July, 2026.

Except Sri Venkata Phani Kiran Kumar Immaneni being the appointee and / or his relatives, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

In view of the above, on the recommendation of the NRC, the Board of Directors recommends Special Resolution as set out at Item No. 4 of the Notice, for approval of the Members of the Company.

ITEM 5: RATIFICATION AND AUTHORISATION FOR CREATION OF MORTGAGE, CHARGE AND SECURITY INTEREST ON THE ASSETS OF THE COMPANY.

The Company, in the ordinary course of its business, avails and may continue to avail various credit facilities, financial assistance and other borrowing arrangements from banks, financial institutions and other lenders.

In connection with such financial facilities and borrowings, the Company may be required, from time to time, to create, extend, continue, renew, modify or substitute mortgage, charge, hypothecation, lien or other security interest on its movable and/or immovable properties and assets in favour of the concerned lenders for securing such facilities and financial assistance.

Further, certain mortgage, charge and/or security arrangements may have been created, documented, modified, extended or otherwise dealt with pursuant to the authority granted by the Board of Directors and/or authorised representatives of the Company in connection with the financial facilities availed by the Company.

Accordingly, in order to ratify and confirm such actions and to provide a general enabling authority to the Board of Directors for creation, continuation, extension, modification, substitution or renewal of mortgage, charge and other security interests on the assets of the Company, the approval of the Members is being sought pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013.

The proposed resolution is intended to provide the Company with the necessary flexibility to comply with the requirements of its lenders and to execute appropriate security and related documentation in respect of its existing and future financial facilities and borrowings, without restricting the authority to any particular lender, property or financial facility.

The Board of Directors recommends the passing of the Special Resolution as set out under Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

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

E.V.S.V.SARMA
COMPANY SECRETARY &
COMPLIANCE OFFICER
(M. No. - A5220)

Place: Secunderabad
Date: 25 May, 2026

ANNEXURE

Details of Directors seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 Secretarial Standard - 2 on General Meetings.

Name of the Director	Sri Paritosh Agarwal	Sri Venkata Phani Kiran Kumar Immaneni
Director Identification Number	00008738	11737207
Date of Birth and Age	18/03/1973 and 53 years	12/11/1966 and 59 years
Nationality	Indian	Indian
Qualification	Graduate	1. B.Tech (Mechanical) from Nagarjuna University in 1989 2. MBA in Marketing from Jawaharlal Nehru Technology, Hyderabad in 1992 3. CAIIB from Indian Institute of Bankers, Mumbai in 1999 4. PGDCS from Hyderabad Central University in 2000
Expertise in Specific functional areas and Brief Resume	Sri Paritosh Agarwal was instrumental in setting up the 10 million meters Denim plant at Ramtek [Maharashtra] in 1997 and at present the capacity of the plant is 40 million meters. Sri Paritosh Agarwal has vast experience in developing export business, having handled the function in the group companies also and in building up the export business for yarn and, fabric segments of Suryalakshmi and in establishing a brand equity for Suryalakshmi in the export market. Has travelled extensively to all the foreign countries on business promotion visits. The Company caters to reputed brands like Walmart, Amazon, Levi's and Kontoor among others.	Sri Venkata Phani Kiran Kumar Immaneni is a seasoned banking professional with over 33 years of experience, including 15 years in China and Hong Kong, with extensive exposure to international banking, business strategy and financial markets. He served as Chief Executive and Country Head in China / Hong Kong for over 12 years and played a key role in establishing overseas branches of Indian banks, involving regulatory coordination, strategic implementation and stakeholder management. He possesses rich experience in business development, market expansion, strategic partnerships, client relationship management and operational leadership, with strong expertise in financial planning, regulatory compliance and team management across diverse business environments.
Experience	32 Years	33 Years
Directorships held in other Indian companies as on the date of this notice	Nil	Nil
Chairmanship / Membership of Committees held in other Indian companies as on the date of this notice	Nil	Nil
Relationship with other Directors & KMP	Yes, Son of Sri L.N. Agarwal, Chairman and Managing Director of the Company.	None

Name of the Director	Sri Paritosh Agarwal	Sri Venkata Phani Kiran Kumar Immaneni
Number of Equity Shares held in the Company	19,71,272	Nil
Number of Board meetings attended during last Financial Year	5	Not Applicable
Terms & Conditions of Appointment / Re-appointment	Re-appointment upon retirement by rotation and the terms remain same as per member's approval dated 30/09/2025 for holding the position of Managing Director of the Company.	Subject to the approval of the Members, appointed as an Independent Director for a period of Five (5) consecutive years, not liable to retire by rotation, from 27 July, 2026.
Details of Remuneration sought to be paid	Re-appointment upon retirement by rotation and the remuneration remain same as per member's approval dated 30/09/2025 for holding the position of Managing Director of the Company.	As per Explanatory Statement of Item No. 4
Remuneration last drawn by the Director (FY 2025-26)	₹ 70.78 Lakhs	Not Applicable
Name of listed entities from which Director has resigned in the last three years	None	None
Date of first appointment on the Board	06/09/1994	27/07/2026

*For other details on the above Directors, please refer to the Corporate Governance Report which is a part of this Integrated Annual Report.