



Date: 05th September 2024

To
The Department of Corporate Services
BSE Limited
P J Towers, Dalal Street, Mumbai – 400001
Maharashtra, India.

Dear Sir/Madam,

Sub: Submission of Notice of the 45th Annual General Meeting of the Company

Ref: Scrip Code - 514140

In terms of Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015,we wish to inform you that the 45th Annual General Meeting (AGM) of the members of the company will be held on Monday, the 30th day of September, 2024 at 09.30 AM at Incredible One Hotel, 1-2-40, 41 & 43, Park Lane, Sandhu Apartment, Kalasiguda, Secunderabad, Telangana 500003.

We attach herewith the copy of notice of the 45th Annual general Meeting.

This is for your information and record.

Thanking you,

Yours faithfully
For Suryavanshi Spinning Mills Limited

RAJENDER KUMAR
AGARWAL

Digitally signed by RAJENDER
KUMAR AGARWAL
Date: 2024.09.05 16:09:00 +05'30'

Rajender Kumar Agarwal
Managing Director
DIN: 00041892

Encl: as above

A Government Recognised Export House,
Regd Office: Surya Towers, 6th Floor, 105, S.P Road, Secunderabad – 500 003, Telangana, India
Telephone : (91) 40 27843333
Email :info@suryavanshi.com: website:www.suryavanshi.com
CIN: L14220TG1978PLC002390, GST No.36AADCS0820J1ZJ

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 45TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SURYAVANSHI SPINNING MILLS LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2024 AT 09.30 AM AT INCREDIBLE ONE HOTEL, 1-2-40, 41 & 43, PARK LANE, SANDHU APARTMENT, KALASIGUDA, SECUNDERABAD- 500003, TELANGANA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item no.1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Directors and Auditors thereon

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended on 31st March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

Item no.2

To appoint a director in place of Mr. Rajender Kumar Agarwal (DIN:00041892) who retires by rotation and, being eligible, offers himself for reappointment

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rajender Kumar Agarwal (DIN:00041892), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. Authorization to accept loan from the director of the company with an option to convert the same into fully paid-up equity shares.

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

“RESOLVED THAT in supersession of the special resolution passed in the 42nd Annual General Meeting of the company held on 30th September, 2021 and pursuant to the provisions of Section 62(3), Section 179(3)(d) read with the provisions of Rule 2(1)(c)(viii) of Companies (Acceptance of Deposits) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force), and the provisions of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended from time to time, (hereinafter referred to as “the Regulations”) and any other applicable guidelines/regulations issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permissions from any other statutory or regulatory authorities, other applicable laws, (including any statutory modification or enactment thereof, for the time being in force), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such terms and conditions as may be determined by the Board of Directors of the Company and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the members of the company be and is hereby accorded to borrow ,from time to time, in one or more tranches, from the Directors of the Company (“Lender”), in the form of interest free unsecured loan (existing and future), such that the aggregate amount of the loan at any given point of time shall not exceed Rs.15,00,00,000/- (Rupees Fifteen Crores only) consistent with the borrowing powers of the Company under Section 180(1)(c) of the Act, as the Board in its absolute discretion may deem necessary for achieving the objects of the company, which may upon receipt of notice from the Lender or issuance of notice by the Company to the Lender to that effect, be converted into fully paid-up equity shares of the company on such terms and conditions as may be agreed by and between the Company and the Lender and if required, the loan will be repayable on demand by the directors at any time in future.

RESOLVED FURTHER THAT pursuant to the applicable provisions, the conversion right may be exercised by the Directors on one or more occasions as per the terms and conditions mutually agreed by and between the Directors and the Company.

RESOLVED FURTHER THAT The Loan Agreement with the terms of conversion of Loan into equity shares be and is hereby approved by the members of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Section 62 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, and in accordance with SEBI (Issue of Capital and Disclosure) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Regulations**”), consent of the members be and is hereby accorded to the Board of Directors for conversion of such loans availed from the Directors into fully paid-up equity shares of the Company at a price to be determined in accordance with the Regulations at the time of such conversion.

RESOLVED FURTHER THAT the fully paid-up equity shares to be allotted in terms of this exercise the right of conversion, shall carry from the date of such conversion, the right to receive proportionate dividends and other distributions declared or to be declared in respect of the equity share capital of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the Regulations.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company and/ or any other Director of the Company be and are hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or their bye-laws, rules, regulations or guidelines, and is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as he may in his absolute discretion deem fit along with filing of necessary e-form with the Registrar of Companies or any other authority without being required to seek any further consent or approval of the members of the Company or otherwise.

4. Appointment Of Mr. Adarsh Gupta (DIN: 00526687) as an Independent Director (Non-Executive) of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Adarsh Gupta (DIN: 00526687) as Independent Director (Non-Executive), who was appointed by the Board as an Additional Director (Non- Executive and Independent Director) of the Company with effect from 12th August 2024 under Section 161(1) of the Act and who meets the criteria for Independence under Section 149(6) of the Act and the Rules made thereunder and as prescribed under Regulation 16(1)(b) of the SEBI LODR and shall hold office for a term of five (5) consecutive years w.e.f. 12th August, 2024 up to 11th August, 2029 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the above resolution.”

5. To Approve the Related Party Transaction for Sale of Land to M/s. Rishikesh Yarns

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

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and as per the Regulation 23 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015

and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the enabling clauses of Memorandum of Association and Articles of Association and pursuant to the approval of Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to enter into the Land Sale Agreement for effecting the sale of Land to the extent of 4 acres situated at Aliabad Village, Shameerpet Mandal, Medchal -Malkajgiri District. – 500 101, Telangana to Rishikesh Yarns, a related party within the meaning of Section 2(76) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake the aforesaid Related Party Transaction, on behalf of the Company and to finalize the terms and conditions and take such steps as may be necessary for obtaining approvals, and to complete all the formalities in connection to such sale or transfer and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and file the required e-forms with the Statutory Authorities and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution.”

6. Approval of Related Party Transactions

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations and Section 188 of the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/ transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, at arm’s length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in financial year 2024-25 or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, deem necessary, proper, desirable and to finalize any documents and writings related thereto.

7. Alteration of the Object Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013,(including any statutory modifications or re-enactment thereof for the time being in force) and rules made thereunder and subject to the approvals of the Statutory Authorities and such other requisite approvals, if any, in this regard from appropriate authorities and terms, conditions, amendments, modifications, as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for effecting the following alteration in the Object clause of the Memorandum of Association(the “MOA”): of the Company:

The existing clause III (A) of the MOA be altered by appending of new sub clause (6,7,8) after sub clause (5)

6. The company may take up the activity of trading, commission, brokerage of textile, non-textile, chemicals etc.
7. To carry out manufacturing and trading of cotton linter pulp in flock or sheet form, manufacturing of chemicals like caroxymethyl cellulose, paper pulp etc.
8. To carry out processing of cotton seed, edible oil refining, production of cotton seed cake and by products there off.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

- 8. To Approve granting authorization to board of directors to advance any loan, give any guarantee or to provide any security to all such person specified under section 185 of the companies act, 2013 upto an aggregate limit of Rs.3,00,00,000 (Rupees Three Crore Only):**

In this regard, 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 Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof, for the time being in force) and such other rules, circular, notifications framed thereunder, as applicable and subject to the applicable provisions of Memorandum of Association and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity(ies)/person(s) as specified under Section 185 of the Companies Act, 2013 provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the entity(ies)/person(s) shall not at any time exceed the aggregate limit of Rs. 3,00,00,000 (Rupees Three Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Place: Secunderabad

Date: 12.08.2024

**Rajender Kumar Agarwal
Managing Director & CFO
DIN: 00041892**

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards on General Meeting (SS-2) which sets out details relating to Special Business at the meeting is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy need not be a member of the company.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. A form of proxy is enclosed to this annual report. No instrument of proxy shall be valid unless:
 - a. it is signed by the member or by his / her attorney duly authorised in writing or, in the case of joint holders, the signature of any one holder on proxy form will be sufficient, but names of all the joint holders should be stated or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his / her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank;
 - b. it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting i.e. by 09.30 AM. on Saturday, 28th September, 2024, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent.
4. Members / proxies are requested to bring duly filled attendance slips, sent herewith, to attend the Meeting and proxy holder shall prove his identity at the time of attending the meeting.
5. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged with the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
 1. Institutional/Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent by email through its registered email address to the scrutinizer at email id: rashida@rna-cs.com with a copy marked to evoting@kfintech.com and to the Company at secdept@suryavanshi.com.
6. The register of members and share transfer books of the Company will be closed from **Sturday, September 21, 2024, to Monday, September 30, 2024 (both days inclusive)** for the purpose of Annual General Meeting.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/ KFintech in prescribed Form ISR-1, SH13 and other forms pursuant to SEBI Circular. SEBI Circular mandated the furnishing of PAN, address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if the securities continue to remain frozen as on 31st December, 2025.

8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. 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; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 and/or ISR-5. It may be noted that any service request can be processed only after the folio is KYC compliant.
9. In terms of Regulation 40 of LODR Regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, all Members holding shares in physical form are requested to demat their shares at the earliest.
10. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them as under:
 - a. Members holding shares in physical mode: Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.
 - b. Members holding shares in electronic mode: Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFin, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. Pursuant to Section 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36(1)(a) of LODR Regulations, soft copy of the Annual Report and other communications shall be served to members through electronic mode to those members who have registered their e-mail address either with the Company or KFin or with any Depositories. As per provisions of Section 20 of the Act read with Rules made thereunder, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his / her Depository Participant / the Company's Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.. Those members, who desire to receive notice / financial statement / other documents through e-mail, are requested to communicate their e-mail ID and changes thereto, from time to time, to his / her Depository Participant (in case of Shares held in dematerialised form) / KFin in Form ISR I (in case of Shares held in physical form).
13. Accordingly, soft copy of the Annual Report including the notice of the 45th Annual General Meeting of the Company in electronic form, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form would be sent to all members whose email IDs are registered with the Company / KFin / Depository Participant(s).
14. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for the financial year 2023-24 will also be available on the Company's website www.suryavanshi.com and also on the website of KFin: <https://www.kfintech.com>.
15. The Company's Registrar & Share Transfer Agent is KFIN Technologies Limited, Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Tel No. 040-67162222, Fax No. 040-23420814 e-mail: einward.ris@kfintech.com Website: <https://www.kfintech.com>.

- 16 A Statement giving the details of the Director(s) seeking appointment/re-appointment in the accompanying notice, as required under Regulation 36 of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015 and Secretarial Standard-2, is annexed.
- 17 In compliance with the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD//CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “ the Circulars”), Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company Depositories. Members may note that the Notice and Annual Report 2023-24 is also available on the Company website at www.suryavanshi.com.

E-VOTING:

- (i) In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended and Regulation 44 of LODR Regulations read with SEBI circular dated 9th December, 2020, the Company is providing remote e-voting facility to those members whose names appear in the register of members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **20th September, 2024** being the “cut-off date” fixed for the purpose, to exercise their right to vote at the 45th AGM by electronic means. Members may transact the business through e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only;
- (ii) The facility for voting through electronic voting system shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- (iii) The e-voting period commences on **26th September, 2024 (9:00 AM IST) and ends on 29th September, 2024 (5:00 PM IST)**. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialised form, may cast their votes electronically. The e-voting module shall be disabled by KFin for voting after 5:00 PM IST 29th September, 2024. Once the vote on a resolution is cast by a member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast vote again.
- (iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.
- (v) A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
- (vi) The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The facility for voting through electronic voting system (“Insta Poll”) shall be made available at the Meeting.
- (vii) The Board of Directors of the Company has appointed Smt Rashida Adenwala, Practising Company Secretary, Partner, R & A Associates, Hyderabad as Scrutinizer to voting process (e-voting and ballot) in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.

i. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system is mentioned below:

Step I: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. 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., Kfin Technologies Limited and you will be re-directed to e-Voting website of Kfin Technologies Limited for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2. 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</p> <p>3. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. On successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-voting Cycles / VC or OAVMs” option under E-voting. You will see Company Name on the next screen. Click on the e-voting link available against Suryavanshi Spinning Mills Ltd and you will be re- directed to the e-voting page of KFin to cast your vote without any further authentication.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div data-bbox="743 1375 904 1415">  App Store </div> <div data-bbox="943 1375 1128 1415">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"> <div data-bbox="781 1435 897 1554">  </div> <div data-bbox="977 1435 1093 1554">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., Kfin Technologies Limited where the e-Voting is in progress.
Procedure to login through their demat accounts / website of depository participant	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. An option for “e-voting” will be available once you have successfully logged-in through your respective logins. Click on the option “e-voting” and you will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on options available against the Company’s Name: Suryavanshi Spinning Mills Limited or E-Voting Service Provider – KFin. You will be redirected to e-voting website of KFin for casting your vote during the remote e-voting period without any further authentication

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 i.e. NSDL and CDSL.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting for other than Individual shareholders holding securities in demat mode and all shareholders holding securities in physical mode.

Procedure for Members whose email IDs are registered with the Company / Depository Participant(s), and who receives email from KFinTech which will include details of E-Voting Event Number (EVEN), User ID and password:

1. Launch internet browser by typing / clicking the URL: <https://evoting.kfintech.com>
2. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
3. After entering these details appropriately, click on “LOGIN”.
4. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the E-voting Event Number (EVEN) for “Suryavanshi Spinning Mills Limited” and click on “Submit”.
7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
9. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
10. You may then cast your vote by selecting an appropriate option and click on “Submit”.
11. A confirmation box will be displayed.
12. Click “OK” to confirm or else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

In case email ID of Members is not registered with the Company/Depository Participants, then such Members are requested to register/update their email addresses with the Depository Participant(s) (in case of shares held in Dematerialised form) and inform KFintech at the email id: evoting@kfintech.com (in case of Shares held in physical form):

1. Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
2. Please follow all steps mentioned above to cast your vote by electronic means.

Any member who has forgotten the user id and password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:

1. 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 the mobile no. 9212993399

Example for NSDL: MYEPWD INI2345612345678
Example for CDSL: MYEPWD I402345612345678
Example for Physical: MYEPWD XXXX1234567890
2. 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.
3. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com

General Guidelines for shareholders

1. Members holding shares as on the cut-off date shall be entitled to vote through e-voting or during the AGM. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owner of the Company will be entitled to vote during the AGM.
2. Details of persons to be contacted for issues relating to e-voting:
 - i. Further, in case of queries and / or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or contact at evoting@kfintech.com.
 - ii. For any further clarification, Members may contact Ms. Sheetal Doba, Manager Corporate Registry, KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Contact No. 040-67161500/1509 Toll Free No.: 1800-309-4001, E-mail: einward.ris@kfintech.com.
3. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rashida@rna-cs.com with a copy marked to evoting@nsdl.co.in & secdept@suryavanshi.com.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
5. The Board of Directors of the Company has appointed Smt. Rashida Adenwala, Practicing Company Secretary, Partner, R & A Associates, Hyderabad as Scrutinizer to voting process (e-voting and ballot) in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
6. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast during the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two working days of conclusion of the meeting, submit a consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or to any person authorised by him, who shall countersign the same.

7. The Chairman or authorized person shall declare the result of the voting forthwith on receiving of the Scrutinizer's Report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.suryavanshi.com and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx> and shall be communicated to the Stock Exchanges. If, as per the report of the scrutinizer, a resolution is passed, then the resolution shall be deemed to have been passed at the AGM of the Company scheduled on Monday, 30th September, 2024.

KPRISM- MOBILE SERVICE APPLICATION BY KFIN:

Members are requested to note that, KFin has a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to Members.

Members can download the mobile application, register themselves (onetime) for availing host of services viz., consolidated portfolio view serviced by KFin, dividends status etc. through the mobile app, members can also download Annual reports, standard forms and keep track of upcoming General Meetings and dividend disbursements. The mobile application is available for download from Android Play Store. Alternatively, Investors can also visit the link <https://kprism.kfintech.com/app/> to download the mobile application.

Instructions and other information relating to Ballot Form:

- (i) A member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Smt. Rashida Adenwala, Practising Company Secretary, Partner at R&A Associates, Hyderabad, duly appointed by the Board of Directors of the Company, to the given address Office No. T 202, Technopolis, I-10-74/B, Above Ratnadeep Super Market, Chikoti Gardens, Begumpet, Hyderabad, Telangana 500016. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted at the Registered Office of the Company.
- (ii) Please convey your assent in Column "FOR" or dissent in the column "AGAINST" by placing a tick ("") mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
- (iii) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before 29th September 2024 (5.00 PM. IST). The Ballot Forms received after the said date /time shall be strictly treated as if the reply from the Member has not been received. Alternatively, the members may cast their votes by ballot at the venue during the proceedings of Annual General Meeting
- (iv) Unsigned/incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final.
- (v) A member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on secdept@suryavanshi.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than 29th September 2024 (5.00PM. IST).
16. Members/proxies/Authorized representatives should bring their soft/hard copy of the Annual Report and Attendance Slip and sent herein for attending the Meeting. Proxy or Authorized representatives of members should state on the Attendance Slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their client Id and DP Id and those who hold shares in physical forms are requested to write their Folio number on the Attendance Slip for easy identification at the meeting.
17. A route map showing directions to reach the venue of the 45th AGM is given at the end of the Notice.

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

**Rajender Kumar Agarwal
Managing Director
DIN: 00041892**

**Place: Secunderabad
Date: 12.08.2024**

Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings]

ITEM NO. 3

To address the need for funding to settle bank dues and support ongoing business operations, it is proposed to borrow, from time to time, in one or more tranches, such amount not exceeding Rs. 15,00,00,000 (Rupees Fifteen Crore Only), from the Directors of the Company (“Lender”), in the form of interest free unsecured loan (existing and future). The company intends to use these funds to manage its financial obligations and meet day-to-day expenses. The Interest Free Unsecured Loan may upon receipt of notice from the Lender or issuance of notice by the Company to the Lender to that effect, be converted into fully paid-up equity shares of the company on such terms and conditions as may be agreed by and between the Company and the Lender.

The Loan Agreement to be executed with the Directors will be available for inspection by the Members of the Company during the business hours.

In terms of Section 62(3) of the Companies Act, 2013 and Rules made there under (the “Act”), this resolution requires prior approval of the members by passing Special Resolution. Your Board, therefore, recommends that the above resolution be passed by way of Special resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except those directors who are providing loan to the company, are in anyway, interested or concerned in the proposed resolution, except in the ordinary course of business and to the extent of their shareholding.

ITEM NO.4

The Board of Directors of the Company at their meeting held on 12th August 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Adarsh Gupta (DIN: 00526687), as an Additional Director (Independent and Non-Executive Director) with effect from 12th August 2024 and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Adarsh Gupta shall hold office until the date of next General Meeting or for a period of three (3) months from the date of appointment, whichever is earlier.

In this regard, pursuant to the provisions of Sections 149, 150 and 152 of the Act and as per the Articles of Association of the Company, it is proposed to appoint Mr. Adarsh Gupta (DIN: 00526687) as Independent Director (Non-Executive) for a term of five (5) consecutive years with effect from 12th August, 2024 up to 11th August, 2029 at the ensuing 45th Annual General Meeting of the Company.

Furthermore, the (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations as received from Mr. Adarsh Gupta will be placed before the members.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member proposing his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Adarsh Gupta is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Adarsh Gupta on the Board of the Company and accordingly the Board recommends the appointment of Mr. Adarsh Gupta as an Independent Director (Non-Executive) as proposed in the Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members and to be passed as Special Resolution.

Except Mr. Adarsh Gupta and his relative, none of the other Directors or Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

BRIEF PROFILE OF MR. ADARSH GUPTA:

Name & DIN	Mr. Adarsh Gupta (DIN: 00526687)
Category	Independent Director (Non-Executive)
Date of Birth (Age)	Date of Birth - 9 th July 1974 Age – 50 Years Old
Brief resume, expertise and Experience of the Director:	Mr. Adarsh Gupta is a reputed Civil Engineer by profession and has over 30 years' experience in the constructions field.
Terms and conditions of appointment or reappointment:	Appointed as an Independent Director (Non-Executive) of the Company for a term of five (5) years w.e.f. 12 th August, 2024 up to 11 th August, 2029, and shall not be liable to retire by rotation.
Remuneration sought to be paid:	The Company shall pay the sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.
Date of first appointment on the Board:	12 th August, 2024
Number of Board Meetings attended during the financial year 2024-25:	None
Remuneration last drawn:	Not Applicable
Shareholding in the Company:	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Adarsh Gupta is not related to any Director of the Company.
Directorship in other Companies:	I. BMG Constructions Private Limited – Director
Committee position held in other Companies:	Not Applicable
Listed entities from which the Director has resigned from Directorship in last three (3) years:	Not Applicable

ITEM NO.5

The Members be informed that the company proposes to enter into a Land Sale Agreement for effecting the sale of Land to the extent of 4 acres situated at Aliabad Village, Shameerpet Mandal, Medchal -Malkajgiri District. – 500 101, Telangana to M/s. Rishikesh Yarns, a related party within the meaning of Section 2(76) of the Act.

The Members be further informed that the Sale of Land of the Company to the Related Party is a Related Party Transaction and is at a consideration of Rs. 4,60,50,000/- (Rupees Four Crore Sixty Lakhs Fifty Thousand Only) which exceeds the threshold limit specified under the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and is a Material Related Party Transaction within the meaning of Regulation 23 of SEBI(Listing Obligations and Disclosure Requirements), 2015 and accordingly requires approval from the members of the Company by way of Ordinary Resolution.

Accordingly, on recommendation of Audit Committee and Meeting of the Board of Directors held on 14th February 2024 , your Directors seek approval of the members by way of Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related Party Transactions in one or more tranches.

Following disclosure is provided with respect to the transactions:-

S. No	PARTICULARS	DETAILS
1.	Name of the Related Party & Nature of Relationship	Name of the Related Party: Rishikesh Yarns Nature of Relationship: Firm in which Relative of the Director is a Partner
2.	Name of the Director or the Key Managerial Personnel who is related	Rajender Kumar Agarwal
3.	Nature, Duration of the contract and particulars of the contract or arrangement	Land Sale agreement executed on 18 th March 2024
4.	Material terms of the contract or arrangement including the value, if any	Value of Contract or arrangement determined by registered valuer. The Value of the Sale of Land is Rs. 4,60,50,000.
5.	Any advance paid or received for the contract or arrangement, if any	Rs. 4,02,00,000/-
6.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Pricing is determined by registered valuer
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes, all the relevant factors are considered
8.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

Except Mr. Rajender Kumar Agarwal and his relative, None of the Directors and/or Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise in the resolution set out in item no.5.

ITEM NO.6

During the ordinary course of business and in day to day transactions, the company is required to enter into a number of transactions relating to the sale or purchase of goods or relating to availing and rendering of services and/or purchase/sell/lease of property of the Company. Some of these transactions are also entered into with the related parties of the company.

According to the provisions of Section 188 of the Companies Act 2013, if the company enters into any such Related Party transaction that exceeds the threshold limits as specified in the Act the company needs to obtain the consent of the members by way of a resolution for approval to enter into such related party transactions in the ordinary course of business and on arm's length basis.

For the period commencing from 1st April 2024 to 31st March 2025, the Audit Committee and the Board of Directors had recommended the below mentioned contracts/ arrangements/ transactions for consideration of the members on such terms and conditions as specified in the table below:

Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amount (Rupees in Crores)
Purchase, Sale, Export/ Supplying Goods /Availing or rendering of any services/sell, purchase or leasing of property	Mr. Rajender Kumar Agarwal's relative is a Partner	Rishikesh Yarns	50
	Mr. Rajender Kumar Agarwal's relative is a Partner	Innovative Interiors	5
	Mr. Rajender Kumar Agarwal's relative is a Director	Sheshadri Industries Limited	5
	Mr. Rajender Kumar Agarwal's relative is a Director	Aananda Lakshmi Spinning Mills Limited	5
	Mr. Rajender Kumar Agarwal's relative is a Director	Suryavanshi Industries Limited	5

The above-mentioned limits have already been approved by the audit committee and the Board in their respective meetings and the approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution.

Except Mr. Rajender Kumar Agarwal and his relatives, none of the other Directors or KMP of the company or their relatives are in any way concerned or interested, financially or otherwise in the said resolution at Item No.6 of the Notice.

ITEM NO.7

The Members of the Company be informed that the Company proposes to amend its existing Clause III (A) of the Memorandum of Association (MoA) i.e the Object Clause, as it intends to carry out new related business activities i.e manufacturing, trading of textiles, commission, brokerage of textile, non-textile chemicals, processing of cotton seed, edible oil refining, production of cotton seed cake and by products there off, including design, production, and distribution of various products (more particularly enumerated in the resolution). The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently.

Furthermore, pursuant to Section 4 and 13 of the Companies Act, 2013 and rules made thereunder, consent of the Members by way of Special Resolution is required for amendment in the Memorandum of Association of the Company.

In this regard, copy of the existing MOA, indicating the proposed amendments and other would be available for inspection by the members, free of cost, at the Registered Office and Head Office of the Company during 11.00 A.M. to 5.00 P.M. on all working days (Monday to Friday).

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding.

The Board recommends the resolution under Item No. 07 for approval of the members as a Special Resolution.

ITEM NO.8

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. In terms of the Section 185 of the Companies Act, 2013, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the members of the Company is obtained by way of passing a Special Resolution.

The Board of Directors recommends resolution as set out in item No. 8 for approval of the members of the Company by way of passing a Special Resolution.

Except Rajender Kumar Agarwal, none of the other Directors, Key Managerial Personnel of the Company or their relatives or any of the other officials of the Company, in any way, financially or otherwise, concerned or interested in the resolution.

Disclosure as required pursuant to provisions of Section 185 of the Companies Act, 2013

Name of the person(s) in whom any of the director of the company is interested	Particulars of Loans to be provided	Purpose for which the loan is to be granted
Sheshadri Industries Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 01 Crore.	For Business & Commercial Purpose
Aananda Lakshmi Spinning Mills Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 01 Crore.	For Business & Commercial Purpose
Sheshadri Power & Infrastructure Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 01 Crore.	For Business & Commercial Purpose

Annexure-I

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirements), 2015)

Name of the Director	Mr. Rajender Kumar Agarwal	Mr. Adarsh Gupta
DIN	00041892	00526687
Date of Birth	28/07/1962	09/07/1974
Nationality	Indian	Indian
Date of Appointment on the Board	12/10/1990	12/08/2024
Qualifications	B.E (Mechanical)	Civil Engineer
Expertise in specific functional area	Experience of more than 25 years in Textiles business.	Mr. Adarsh Gupta is a reputed Civil Engineer by profession and has over 30 years' experience in the constructions field.
Number of shares held in the Company as on 31.03.2024	12,19,359	Nil
List of the directorships held in other companies	1. Telangana Spinning & Textile Mills Association 2. Sheshadri Power and Infrastructure Private Limited 3. Sarvsurya Textile Private Limited	I. BMG Constructions Private Limited
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil	Nil

*Committee memberships/chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Company (whether Listed or not).

There is no inter-se relationship between Board Members.