



Date: 07<sup>th</sup> November 2020

To  
The General Manager  
Department of Corporate Services  
B.S.E. Limited  
1<sup>st</sup> Floor, Rotunda Building,  
B.S. Marg, Fort  
Mumbai – 400 001

Dear Sir,

**Subject: Intimation and Notice of 41<sup>th</sup> Annual General Meeting as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Ref.: BSE Scrip Code: 514140**

We hereby inform you that, the 41<sup>th</sup> Annual General Meeting (AGM) of the members of the company has been scheduled to be held on Wednesday, on 02<sup>nd</sup> day of December, 2020 at 09.30 AM at Incredible One Hotel, 1-2-40, 41 & 43, Park Lane, Sandhu Apartment, Kalasiguda, Secunderabad, Telangana 500003 in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

A copy of Notice of the 41<sup>th</sup> AGM is enclosed herewith and also made available on the website of the Company [www.suryavanshi.com](http://www.suryavanshi.com)

Thanking you,

Yours faithfully

**For Suryavanshi Spinning Mills Limited**

Rajender  
Kumar Agarwal

Digitally signed by Rajender Kumar Agarwal  
DN: c=IN, o=Personal, title=9529,  
postalCode=500034, st=Andhra Pradesh,  
serialNumber=7ed64e559975a1e55bba49f5  
9c2527b27e786190a0ff1c46774605c55e84e4e  
E cn=Rajender Kumar Agarwal  
Date: 2020.11.07 19:42:01 +05'30'

**Rajender Kumar Agarwal**

**Managing director**

**DIN: 00041892**

[www.suryavanshi.com](http://www.suryavanshi.com)

**Registered Office:**  
Surya Towers, 6<sup>th</sup> Floor, 105, S.P Road  
Secunderabad – 500 003, Telangana, India  
Telephone : (91) 40 27843333  
Email : [info@suryavanshi.com](mailto:info@suryavanshi.com)  
CIN: L14220TG1978PLC002390

## NOTICE

**NOTICE is hereby given that the 41<sup>th</sup> Annual General Meeting of the Members of Suryavanshi Spinning Mills Limited will be held on Wednesday, 02<sup>nd</sup> day of December, 2020 at 09.30 AM at Incredible One Hotel, 1-2-40, 41 & 43, Park Lane, Sandhu Apartment, Kalasiguda, Secunderabad, Telangana 500003 to transact the following business:**

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2020 and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Sri Rajender Kumar Agarwal, who retires by rotation and, being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

3. **Re-appointment of Mr. Rajender Kumar Agarwal (DIN- 00041892) as the Managing Director of 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 Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce) and other applicable provisions, if any, of the Companies Act, 2013, in terms of Articles of Association, as amended and on recommendation of the Nomination and Remuneration Committee and on Board's approval, the approval of members of the Company be and is hereby accorded for the reappointment of Mr. Rajender Kumar Agarwal (DIN- 00041892), as one of the Whole-time Key Managerial Personnel to be designated as Managing Director of the Company for a further period of three years commencing from 13.02.2020 to 12.02.2023, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** remuneration by way of Salary and other Perquisites will not be given to Mr. Rajender Kumar Agarwal (DIN-00041892), who holds office as a Managing Director, as Company has not made repayment of loans to financial institutions and Banks.

**RESOLVED FURTHER THAT** Once the company clears all the dues of Financial Institutions and Banks and after getting no due certificate from the Banks & financial institutions, the Board of directors of the Company be and hereby authorized to fix the remuneration of Managing Director with the consent of Nomination & Remuneration Committee as per applicable provisions subject to the approval of shareholders.

**“RESOLVED FURTHER THAT** the appointment of Sri Rajender Kumar Agarwal be subject to retirement by rotation and when reappointed as a Director immediately on retirement by rotation, shall continue to hold his office of Managing Director and such reappointment shall not be deemed to constitute a break in his appointment as Managing Director.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

4. **Re-appointment of Smt Sushma Gupta (DIN: 07147330) as an Independent Director:**

*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 Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board, consent of the members be and is hereby accorded for the re-appointment of Smt Sushma Gupta (DIN: 07147330) who was appointed as an Independent Director of the Company at the 36<sup>th</sup> Annual General Meeting of the Company and she holds office of the Independent Director upto 28.09.2020 and she has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby reappointed as an Independent Director of

the Company for a second term of five consecutive years commencing from 29.09.2020 to 28.09.2025 and she will not be liable to retire by rotation.

5. **To Appoint Shri. Manish Gupta (DIN: 00526638) as an Independent Director**

*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 Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, during the year Shri Manish Gupta (DIN: 00526638), was appointed as an Additional Director w.e.f 30.09.2019 in the category of independent director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting, pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board, consent of the members be and is hereby accorded for the appointment of Shri Manish Gupta (DIN: 00526638) from additional Independent director to Independent Director and he has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 30.09.2019 to 29.09.2024 and he will not be liable to retire by rotation.

6. **To Appoint Shri. Uttam Gupta as an Independent Director**

*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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the

applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Uttam Gupta (DIN: 08883411), who was appointed as an Additional Director w.e.f 28.09.2020 pursuant to the provisions of Section 161(1) of the Companies Act 2013 and the Articles of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for 5(five) consecutive years w.e.f 28.09.2020 to 27.09.2025 and he will not be liable to retire by rotation.

7. **To Authorize the Board to Sell, lease or otherwise dispose undertaking of Company pursuant to Section 180(1)(a):**

*To consider and if thought fit, to pass the following resolution with or without modification(s) as 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 there under (including any amendment thereto or re-enactment thereof) the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to sell, lease or dispose of All of the Building, complete Plant and Machinery of the Spinning Division & Dyeing Division of the Company situated at Aliabad, Shameerpet Mandal, Medchal District, Telangana, in favour of the banks or any Body Corporate or any other person (s) on such terms and conditions as the Board may deem fit, towards settlement of the loans, creditors or any other liabilities that are due and payable by the Company.

**RESOLVED FURTHER THAT** any of the Director of the Company be and are hereby authorized to sign such forms/ returns, and various documents as may be required to be submitted to the Registrar of Companies, or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

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

Place: Secunderabad  
Date: 28.09.2020

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

**NOTES:**

1. **Keeping in view the outbreak of COVID-19 (Corona Virus) pandemic, the AGM of the Company will be held at the venue in accordance with the Guidelines as prescribed by the World Health Organization maintaining social distancing norms and the venue being thoroughly sanitized.**
2. **The members are requested to wear mask all the time and carry their own stationery including pen, notepad, etc. to avoid any kind of physical contact among the members present at the meeting.**
3. The register of members and share transfer books of the Company will be closed from **26<sup>th</sup> November, 2020 to 02<sup>nd</sup> December, 2020** (both days inclusive) for the purpose of Annual General Meeting.
4. The Company's Registrar & Share Transfer Agent is **KFIN Technologies Private 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>
5. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll instead of himself and such proxy need not be a member of the Company.  

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. The holder of the proxy shall prove his/her identity at the time of attending the meeting.
6. A member holding more than 10% of the total share capital may appoint a single person as Proxy and such person shall not act as Proxy for any other person or member. The Instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
7. The shareholder desiring any further information as regards the accounts are requested to write to the Company so as to reach it at least one week prior to the date of the meeting for consideration of the management to deal at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members on the date of AGM, i.e. 02<sup>nd</sup> December, 2020. Members seeking to inspect such documents can send an email to [secdept@suryavanshi.com](mailto:secdept@suryavanshi.com)
9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
10. Members may note that the Notice of the 41<sup>th</sup> AGM and the Annual Report for FY 2019-20, copies of audited financial statements, directors' report etc., will also be available on the website of the company, [www.suryavanshi.com](http://www.suryavanshi.com) for download. Members holding shares in electronic mode are therefore requested to keep their email address updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address M/s KFin Technologies Private Limited, Selenium Building, Tower B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.
11. SEBI has vide its Notifications dated 8th June, 2018 and 30th November, 2018 mandated that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.
12. **In compliance with the MCA Circulars and SEBI Circular dated 12<sup>th</sup> May 2020, Notice of the AGM along with the Annual Report 2019-20 including inter alia the Report of the Board of Directors, Auditors' Report, Financial Statement, Notice of this AGM, Attendance Slip, Proxy Form, etc. 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 2019-20 will also be available on the Company's website <https://www.suryavanshi.com>

13. M/s K.S. Rao & Co., Chartered Accountants, Hyderabad (ICAI Firm Regn. No.003109S) were appointed as Statutory Auditors in the AGM held on 29th September 2017 for a period of 5 years until the conclusion of 43<sup>rd</sup> AGM. Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
14. 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 in respect of business set out under Item no.3,4,5 & 6.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFIN Technologies Private Limited for assistance in this regard.
16. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to KFIN Technologies Private Limited along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in Demat form

are requested to submit the aforesaid information to their respective Depository Participant.

17. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment or approval for payment of remuneration at this AGM are annexed to the Notice and forms part of the Explanatory Statement.

Brief resume of all the Directors of the Company has also been furnished separately in the Annual Report. All the Directors proposed to be appointed/re-appointed have furnished the relevant consent for their appointment/re-appointment.

#### 18. E-Voting:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited on all resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The facility for voting through Ballot form shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through Ballot form.
- (iii) A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by Ballot shall be treated as invalid. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) 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.
- (v) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 25<sup>th</sup> November 2020.**
- (vi) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 25<sup>th</sup> November 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through ballot form.**
- (vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 25th November 2020, may obtain the User ID and password by writing to KFin Technologies Private Limited at [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact 040- 6716 2222 or Toll Free No.1800 3454 001. However, if the person is already registered with KFin Technologies Private Limited for remote e-voting then the existing user ID and password can be used for casting vote.
- (viii) The remote e-voting facility will be available during the following period:
- Commencement of remote e-voting: From 9.00 a.m. (IST) on 29<sup>th</sup> November 2020**
- End of remote e-voting: Up to 5.00 p.m. (IST) on 01<sup>st</sup> December 2020**
- The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by KFin Technologies Private Limited upon expiry of aforesaid period.
- (ix) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, after the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <https://www.suryavanshi.com> and on the website of KFin Technologies Private Limited <https://evoting.kfintech.com> The results shall simultaneously be communicated to BSE Limited.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 02<sup>nd</sup> December 2020.
- (xi) **Instructions and other information relating to remote e-voting:**
- A. **In case of Members receiving Notice through mail:**
- Open e-mail and open PDF File viz. "Suryavanshi Spinning Mills Ltd.pdf" with your client ID or folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that the password is an initial password.
  - Use the following URL for e-voting: KFin Technologies Private Limited website: <https://evoting.kfintech.com>
  - Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
  - Enter the login credentials. In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your vote.
  - After entering the details appropriately, click on LOGIN.
  - You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - You need to login again with the new credentials.

- h. On successful login, the system will prompt you to select the EVENT i.e., **Suryavanshi Spinning Mills Limited**.
- i. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- j. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- k. 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.
- l. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the Resolution.
- m. Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- n. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [rashida@rna-cs.com](mailto:rashida@rna-cs.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- o. In case of any queries relating to e-voting, members may please refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.kfintech.com> or contact Mr. V Raghunath, Deputy Manager, KFin Technologies Private

Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Contact no. 040-67162222, Toll free No. 1800 345 4001, email id: [raghu.vedha@kfintech.com](mailto:raghu.vedha@kfintech.com), [evoting@kfintech.com](mailto:evoting@kfintech.com).

#### **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, Ms. 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 01<sup>st</sup> December 2020 (5.00 P.M. IST). The Ballot Forms received after the said date /time shall be strictly treated as if the reply from the Member has not been received.
  - (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](mailto: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 01<sup>st</sup> December 2020 (5.00PM. IST).
- 19.** In case of joint holders, the vote of such joint holder who is higher in the order of names shall be accepted to the exclusion of the votes of other joint holders.

20. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Nomination Form can be obtained from the R & TA. The duly filled in Nomination Form shall be sent to R & TA at the above mentioned address by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
21. Members/Proxies/Authorized Representatives should bring their soft/hard copy of the Annual Report and Attendance Slip sent herein for attending the Meeting. Proxy/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.

22. A route map showing directions to reach the venue of the 41th AGM is given at the end of the Notice.

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

Place: Secunderabad

Date: 28.09.2020

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



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

Sri Rajender Kumar Agarwal has been re-appointed as Managing Director of the Company by the Board for a period of 3 years w.e.f. 13.02.2020 at no remuneration as per Section 197 read with Schedule V Part II Section II (Default in payment of dues to Bank & Financial Institution).

Sri Rajender Kumar Agarwal is one of the promoter directors of Suryavanshi Spinning Mills Limited and has vast knowledge of textile industry for more than 30 years and his experience in diverse field and guidance is considered vital to the company's growth. He is the Managing director and has been associated with the company from October 1990.

The above appointment was made subject to approval of members, banks and such other approvals as may be required:

S.No.	Name	Period	Remuneration (Rs.) per month (proposed)
1.	Sri Rajender Kumar Agarwal	13.02.2020 to 12.02.2023	No remuneration as per Section 197 read with Schedule V Part II Section II (Default in payment of dues to Bank & Financial Institution).

The above appointment and remuneration have been approved by the Nomination and Remuneration Committee.

Additional Disclosure about the appointee as per Schedule V of the Companies Act, 2013.

#### I. Nature of Industry

Company is in the business of manufacturing of Polyester, polyester-viscose Blended Yarns and Medical Textiles Products at Aliabad, Shameerpet Mandal, Ranga Reddy District, in the state of Telangana catering to both domestic and the export markets.

- Date of commencement of commercial production: N.A.  
Company has started its operations since 1978
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : N.A.
- Financial performance based on given indicators:  
Financial Statements and other documents form part of the Annual Report 2019-20.
- Foreign investments or collaborators, if any.  
At present the Company does not have any Collaboration, either technical or financial.

#### II. Information about the appointee:

##### I. Background details:

S.No.	Particulars	Details
1.	Name	Rajender Kumar Agarwal
2.	Qualification	B.E (Mechanical)
3.	Past Remuneration Drawn	Rs.1,40,000/- P.M. Plus applicable allowances and perquisites
4.	Job Profile and Sustainability	He has vast experience in Procurement, Construction, installation and commissioning of the Spinning Units. He has been associated with Company from 1990 and from last two decade he is serving as executive director of the Company.  In addition to the above he looks after Administration and Export Activities of the Company. He has developed niche in markets effectively and identified several new overseas markets for the Company's Products.

**2. Recognition or awards : Nil**

- 3. Remuneration proposed :** No remuneration as per Section 197 read with Schedule V Part II Section II (Default in payment of dues to Bank & Financial Institution).
4. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:  
Compared to the remuneration profile of position and person with respect to this industry and size, he is entitled to the remuneration drawn in past.
5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:  
Sri R.K.Agarwal, Managing Director has the direct pecuniary relationship by way of remuneration from the company.

**III. Other information:**

**I Reasons of loss or inadequate profits**

The company incurred losses due to insufficient working capital, excess capacity in the industry, mismatch of selling prices and of finished and raw material prices, huge raw material fluctuations leading to scarcity of raw materials with depressed market conditions. While the Company has been able to sustain itself, it is not able to generate profits due to the limitations as stated above. Since last years the Company is analyzing the overhead expenses and trying to minimize the loss.

**2. Steps taken or proposed to be taken for improvement**

The Company has got few advanced machineries at its dyeing unit at Aliabad, Telangana. Company has drawn expansion, modernization and value addition programme involving addition and installation of other value added machines. On account of this measures being taken by the Company, the performance is going to be improved over a period of time.

**3. Expected increase in productivity and decrease in loss in measurable terms.**

Company is expected to increase turnover by around 5% and the company is expected to achieve reasonable profits.

Board of Directors recommends the resolutions stated at Item No. 3 of the Notice for your approval.

Sri Rajender Kumar Agarwal is interested in the resolution with regard to his re-appointment and the relatives of Sri Rajender Kumar Agarwal may be deemed to be interested in the said resolution to the extent of their shareholding in the company.

Except the above none of the other Directors/ Key Managerial Personnel of the Company/their relatives is in anyway concerned or interested, financially or otherwise in the Item No. 3 of the Notice.

**Item No. 4**

Smt Sushma Gupta has been appointed by the Board of Directors as Additional Director (Woman Director), on the recommendation of Nomination & Remuneration Committee, in terms of Sections 161 and 149 of the Companies Act 2013, from 31st March, 2015. In terms of the said section, Smt Sushma Gupta shall hold office upto the date of Annual General Meeting of the Company held on 29/09/2015.

In respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 29.09.2015 to 28.09.2020."

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed to re-appoint Smt Sushma Gupta (DIN: 07147330) as an Independent Director of the Company for the second term of five years commencing from 29.09.2020 to 28.09.2025, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

The Company has also received a declaration from Smt Sushma Gupta (DIN: 07147330) confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The Company has received from Smt Sushma Gupta (DIN: 07147330) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Smt Sushma Gupta is a Bachelor of Arts and a Gold Medalist in Economics. She has a passion for teaching and is into the field of teaching for the past few years. In the opinion of the Board, her presence on the Board of the Company will add value to the management.

Board of Directors recommends the resolutions stated at Item No. 4 of the Notice for your approval.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Smt Sushma Gupta as Independent Director is now being placed before the Members for their approval.

Except Smt Sushma Gupta, none of the other directors / key Managerial Personnel of the Company / their relatives are in anyway concerned or interested, financially or otherwise in the above resolutions.

#### **Item No. 5**

Shri Manish Gupta has been appointed as an Independent Director of the Company by the members to hold office for 5(five) consecutive years w.e.f. September 30, 2014 to September 29, 2019. After that his term is over and during the year he has been appointed by the Board of Directors as an Additional Director w.e.f 30.09.2019 in the category of independent director, on the recommendation of Nomination & Remuneration Committee, in terms of Sections 161 and 149 of the Companies Act 2013. In terms of the said section, Shri Manish Gupta shall hold office upto the ensuing Annual General Meeting of the Company.

In respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect 30.09.2019 to 29.09.2024.”

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed to appoint Shri Manish Gupta (DIN: 00526638) from additional Independent director to Independent Director of the Company for the term of five years commencing from 30.09.2019 to 29.09.2024, subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”).

The Company has also received a declaration from Shri Manish Gupta (DIN: 00526638) confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The Company has received from Shri Manish Gupta (DIN: 00526638) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Shri Manish Gupta, Commerce Graduate has vast experience in the Civil & Construction activities. He has successfully completed construction of projects of Commercial, Industrial and Residential nature Villas for Advantage Raheja Group at Shamirpet, Villas for Babu Khan Properties at Kokapet, Industrial RCC shed for Pankaj Polytec, Villas for CSK Realtors, Residential Apartments for Maruti Rich Ventures, Villas for Sri Sai Constructions at Narsingi, Industrial Shed for VinsBiotec at Thimmpur. He is also director of the following companies.

1. BMG Constructions Private Limited
2. Sheshadri Power and Infrastructure Private Limited
3. Sixth Sense Learning Strategies Private Limited
4. Sheshadri Industries Limited
5. Suryavanshi Spinning Mills Limited

Board of Directors recommends the resolutions stated at Item No. 5 of the Notice for your approval.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Shri Manish Gupta as Independent Director is now being placed before the Members for their approval.

Except Shri Manish Gupta none of the other directors / key Managerial Personnel of the Company / their relatives are in anyway concerned or interested, financially or otherwise in the above resolutions.

#### **Item No. 6**

Shri Uttam Gupta has been appointed by the Board of Directors as Additional Director w.e.f 28.09.2020 in the category of independent director, on the recommendation of Nomination & Remuneration Committee, in terms of Sections 161 and 149 of the Companies Act 2013, from 28<sup>th</sup> September 2020. In terms of the said section, Shri Uttam Gupta shall hold office upto the ensuing Annual General Meeting of the Company.

In respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed to appoint Shri Uttam Gupta (DIN: 08883411) from additional Independent director to Independent Director of the Company for the term of five years commencing from 28.09.2020 to 27.09.2025, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

The Company has also received a declaration from Shri Uttam Gupta (DIN: 08883411) confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received from Shri Uttam Gupta (DIN: 08883411) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Details of Shri. Uttam Gupta are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Uttam Gupta is a Bachelor of Commerce. He is involved in a business of Manufacturing of Furniture for the past 25 years. In the opinion of the Board, his presence on the Board of the Company will add value to the management.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **Item No.7**

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company cannot sell, lease or otherwise dispose of the whole or substantially the whole undertaking of the Company except with the consent of the members in the General Meeting by way of Special Resolution.

The Company is negotiating with banks for the one time settlement of the loans of the Company. For the said purpose it is hereby proposed to sell / dispose off of all the Pant, Machinery and Building of Spinning Division & Dyeing Division of the Company situated at Aliabad, Shameerpet Mandal, Medchal District, Telangana,

In this regard, your kind consent is being sought, to authorize the Board of Directors of the Company to sell or otherwise dispose of the properties and thereby get the funds to pay off the liabilities.

The members are requested to approve item No. 07 by passing Special Resolution .

None of the Directors and / or Key Managerial Personal or their relatives, are interested or concerned in the resolution.

### ANNEXURE TO ITEM 2,3,4,5 & 6 OF THE NOTICE

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	Ms. Sushma Gupta	Mr. Manish Gupta	Mr. Uttam Gupta
DIN	00041892	07147330	00526638	08883411
Date of Birth	28.07.1962	03.09.1963	30.01.1970	08.06.1970
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	12.10.1990	31.03.2015	06.01.2014	28.09.2020
Qualifications	B.E (Mechanical)	B.A	B.A	B.Com
Expertise in specific functional area	Experience of more than 25 years in Textiles business.	Gold medalist in Economics	Vast experience in the Civil & Construction activities	Experience of more than 25 years in Manufacturing of Furniture business
Number of shares held in the Company as on 31.03.2020	12,19,359	185	Nil	Nil
List of the directorships held in other companies	1. Telangana Spinning & Textile Mills Association 2. Sheshadri Power and Infrastructure Private Limited	1. Aananda Lakshmi Spinning Mills Limited 2. Sheshadri Industries Limited 3. Devshree International Private Limited	1. Aananda Lakshmi Spinning Mills Limited 2. Sheshadri Industries Limited 3. Sheshadri Power And Infrastructure Private Limited 4. Bmg Constructions Private Limited 5. Sixth Sense Learning Strategies Private Limited	1. Aananda Lakshmi Spinning Mills Limited 2. Sheshadri Industries Limited
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil	Nil	Audit Committee – Member 1. Sheshadri Industries Limited  Stakeholders Relationship committee - Member 1. Sheshadri Industries Limited  Audit Committee – Member 1. Aananda Lakshmi Spinning Mills Limited  Stakeholders Relationship committee - Chairman 1. Aananda Lakshmi Spinning Mills Ltd	Audit Committee – Member (w.e.f 28.09.2020) 1. Sheshadri Industries Limited  Stakeholders Relationship committee – Member (w.e.f 28.09.2020) 1. Sheshadri Industries Limited  Audit Committee – Member (w.e.f 28.09.2020) 1. Aananda Lakshmi Spinning Mills Limited  Stakeholders Relationship committee - Member (w.e.f 28.09.2020) 1. Aananda Lakshmi Spinning Mills Ltd

\*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.