



29th September 2018

To
The Department of Corporate Services,
BSE Limited,
P J Towers, Dalal Street,
Mumbai-400 001

Dear Sir,

**Sub: Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements), 2015
- Proceedings of 39th Annual General Meeting
Scrip Code: 514140**

In terms of Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements), 2015, we hereby inform you that the 39th Annual General Meeting of the Company was held on Saturday, 29th September, 2018 at 10.00a.m. at Gayatri Gardens, Survey No. 26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500009. The summary of proceedings of the AGM along with Scrutinizer Report is attached herewith.

We request you to take the above on record and acknowledge the receipt of the same.

Thanking you

Yours faithfully
For Suryavanshi Spinning Mills Limited

A handwritten signature in blue ink, appearing to read 'B. Somasekhara Rao'.

**B. Somasekhara Rao
CFO & Company Secretary**

Encl: As above

A Govt. Recognised Export House,

Regd. Office : Surya Towers, 6th Floor, 105, Sardar Patel Road, Secunderabad - 500 003. Telangana State,
India, Ph. +91-40-30512700, Fax : 91-40-27815135/30512725/30512799,

Email: info@suryavanshi.com Website: www.suryavanshi.com CIN : L14220TG1078PLC002200



SUMMARY OF PROCEEDINGS OF 39TH ANNUAL GENERAL MEETING

The 39th Annual General Meeting (AGM) of the members of Suryavanshi Spinning Mills Limited was held on Saturday, September 29, 2018 at 10:00 A.M. IST at Gayatri Gardens, Survey No. 26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500009, Telangana, India. The following were present:

Directors present:

1. Mr. Rajender Kumar Agarwal - Managing Director
2. Mr. Surender Kumar Agarwal - Director
3. Mr. Manish Gupta - Director

In attendance:

1. Mr. Bhavaraju Somasekhara Rao - Chief Financial Officer and Company Secretary

Invitees:

1. Mr. M. Naga Prasad - Partner, K.S. Rao & Co., Statutory Auditors
2. Ms. Rashida Adenwala - Practicing Company Secretary, Scrutinizer

Mr. Rajender Kumar Agarwal, Managing Director took the Chair pursuant to Articles of Association and began the proceedings of the meeting. The requisite quorum being present, the meeting was called to order.

The Chairman delivered his speech and addressed shareholders' queries on operations of the Company.

With the consent of the Members present, the Notice convening the Meeting, Directors' Report and Audited Accounts thereon having already been circulated, were taken as read. The Auditors' Report, not having any qualifications, observations or comments, was also taken as read.

The Company Secretary informed that the Company has, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) rules, 2014 as amended provided the facility of e-voting to the Members to enable them to cast

A Govt. Recognised Export House,

Regd. Office : Surya Towers, 6th Floor, 105, Sardar Patel Road, Secunderabad - 500 003. Telangana State, India, Ph. +91-40-30512700, Fax : 91-40-27815135/30512725/30512799,

Email : info@suryavanshi.com Website : www.suryavanshi.com CIN : L14220TG1078DI0002200

their vote electronically on the resolutions as set out in the Notice of AGM. Members who were present at the AGM and who have not casted their vote electronically were provided with an opportunity to cast their vote through poll. It was further informed that there would not be any voting by show of hands.

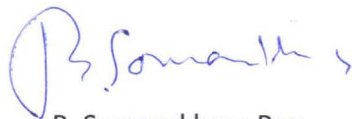
The following items of business as set out in the Notice of AGM were transacted at the AGM:

1. Approval and adoption of audited financial statements for the year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon. (Ordinary resolution)
2. Appointment of Mr. Rajender Kumar Agarwal (DIN 00041892), Director on retirement by rotation. (Ordinary resolution)
3. To sell, transfer, dispose of whole or substantially the whole of the undertaking under section 180 (1) (a) of companies Act, 2013. (Special resolution)
4. To enter into contract with M/s Rishikesh Yarns, Related Party. (Ordinary resolution)

The shareholders were informed that Ms. Rashida Adenwala, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the votes cast through e-voting and at the AGM in a fair and transparent manner and to report the results of voting. The Chairman authorized Company Secretary to declare the voting results.

The Scrutinizer's report was received and accordingly all resolutions as set out in the Notice of 39th AGM were declared as passed with requisite majority.

For **Suryavanshi Spinning Mills Limited**



B. Somasekhara Rao
CFO & Company Secretary

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Suryavanshi Spinning Mills Limited ("the Company")

Dear Sir,

I, Rashida Adenwala, Practicing Company Secretary (FCS: 4020, CP No. 2224), Partner of R&A Associates, Company Secretaries, Hyderabad was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process remote e-voting and voting by use of poll paper at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, on the resolutions contained in the notice to the 39th Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Saturday, 29th September, 2018 at 10:00 A.M. at Gayatri Gardens, Survey No. 26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500009, Telangana, India, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of poll paper by the shareholders on the resolutions proposed in the Notice of the 39th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited (KCPL) and voting by use of poll paper at the meeting.
2. In accordance with the Notice of the 39th AGM sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 9:00 AM on 26th September 2018 and remained open upto 5:00 PM on 28th September 2018.
3. The Equity Shareholders holding shares as on the cut-off date i.e., 22nd September 2018, were entitled to vote on the resolutions stated in the Notice of the 39th AGM of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently was opened at 10:15 A.M in the presence of two witnesses, Ms. Shilpa Agarwal and Ms. Deepika Gupta, who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures



verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by Karvy Computershare Private Limited (KCPL), Registrar and Transfer Agents (RTA) of the Company and the authorizations/proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company, the names of the shareholders who had voted on e-voting through KCPL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the AGM and who had not voted on remote e-voting.

5. The ballots, which were incomplete, and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted.
6. The votes on remote e-voting were unblocked after conclusion of voting at the AGM at 10:25 AM in the presence of two witnesses Ms. Shilpa Agarwal and Ms. Deepika Gupta, who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of KCPL (<http://evoting.karvy.com>).
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are annexed herewith (**Annexure A**).
8. All the resolutions stand passed based on combined result (e-voting and Poll) with the requisite majority.
9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 39th AGM and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

**For R & A Associates
Company Secretaries**

**Rashida Azenwala
Partner**



Place: Hyderabad
Date: 29th September 2018

FCS: 4020, CP No. 2224

RESULT OF E-VOTING

Annexure-A

Resolution Nos & Type of Resolution	Resolutions	Total no. of votes cast	Votes in favour of the resolution			Votes against the resolution			Invalid / Abstained votes*		
			No. of members voted through evoting system	No. of votes cast in favour of resolution	% of total number of valid votes cast	No. of members voted through evoting system	No. of votes cast against the resolution	% of total number of valid votes cast	No. of members voted through evoting system	No. of invalid	% of total number of invalid
			1	2	3	4 = (3)/(1)%	5	6	7 = (6)/(1)%	8	9
1 - Ordinary Resolution (Ordinary Business)	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 and the Reports of the Directors and Auditors thereo	-	-	-	-	-	-	-	-	-	-
2 - Ordinary Resolution (Ordinary Business)	To appoint a director in place of Sri Rajender Kumar Agarwal, who retires by rotation and, being eligible offers himself for re-appointment.	-	-	-	-	-	-	-	-	-	-
3 - Special Resolution (Special Business)	To sell, transfer, dispose of whole or substantially the whole of the undertaking under section 180 (1) (a) of companies Act, 2013	-	-	-	-	-	-	-	-	-	-
4 - Ordinary Resolution (Special Business)	To enter into contract with M/s Rishikesh Yarns, Related Party.	-	-	-	-	-	-	-	-	-	-



1 Ordinary Resolution(Ordinary Business) : Item no.1

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	23	3386883	100.00
(ii)	Voted against the resolution	0	0	0.00
(iii)	Invalid Votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

2 Ordinary Resolution (Ordinary Business) : Item no.2

To appoint a director in place of Sri Rajendra Kumar Agarwal, who retires by rotation and, being eligible offers himself for re-appointment.

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	23	3386883	100.00
(ii)	Voted against the resolution	0	0	0.00
(iii)	Invalid Votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

3 Special Resolution (Special Business): Item no.3

To sell, transfer, dispose of whole or substantially the whole of the undertaking under section 180 (1) (a) of companies Act, 2013

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	23	3386883	100.00
(ii)	Voted against the resolution	0	0	0.00
(iii)	Invalid Votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



4 Ordinary Resolution (Special Business): Item no.4

To enter into contract with M/s Rishikesh Yarns, Related Party.

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	20	536383	100.00
(ii)	Voted against the resolution	0	0	0.00
(iii)	Invalid Votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



Suryavanshi Spinning Mills Limited - 39th Annual General Meeting held on 29th September, 2018

Combined Results (E-Voting and Poll)

Annexure-A

Item number of Notice and type of resolution	Description	Particulars of Business	Total no. of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
				No's	% age of valid votes cast	No's	% age of valid votes cast	No's
1 - Ordinary Resolution (Ordinary Business)	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.	E-voting	-	-	-	-	-	-
		Poll	3,386,883	3,386,883	100.0000	-	-	-
		Total	3,386,883	3,386,883	100.0000	-	-	-
2 - Ordinary Resolution (Ordinary Business)	To appoint a director in place of Sri Rajender Kumar Agarwal, who retires by rotation and, being eligible offers himself for re-appointment.	E-voting	-	-	-	-	-	-
		Poll	3,386,883	3,386,883	100.0000	-	-	-
		Total	3,386,883	3,386,883	100.0000	-	-	-
3 - Special Resolution (Special Business)	To sell, transfer, dispose of whole or substantially the whole of the undertaking under section 180 (1) (a) of companies Act, 2013	E-voting	-	-	-	-	-	-
		Poll	3,386,883	3,386,883	100.0000	-	-	-
		Total	3,386,883	3,386,883	100.0000	-	-	-
4 - Ordinary Resolution (Special Business)	To enter into contract with M/s Rishikesh Yarns, Related Party.	E-voting	-	-	-	-	-	-
		Poll	536,383	536,383	100.0000	-	-	-
		Total	536,383	536,383	100.0000	-	-	-



Voting Results	
Date of AGM	29th September, 2018
Total Number of shareholders on record date	6403
No. of shareholders present in the meeting either in person or through proxy:	33
i. Promoter and Promoter Group:	3
ii. Public:	30
No. of Shareholders attended the meeting through Video Conferencing	NA

Resolution No. 1		To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.						
Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Promoter / Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding (3)=	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=	% of Votes against on votes polled (7)=
				$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	E-voting		0	0		0	0	0
	Poll	2850500	2850500	100	2850500	0	100	0
	Total	2850500	2850500	100	2850500	0	100	0
Public – Institutional holders	E-voting		0	0	0	0	0	0
	Poll	683	0	0	0	0	0	0
	Total	683	0	0	0	0	0	0
Public-Others	E-voting		0	0		0	0	0
	Poll	2057393	536383	26.07	536383	0	100	0
	Total	2057393	536383	26.07	536383	0	100	0
Total		4908576	3386883	69.00	3386883	0	100	0

Resolution No. 2		To appoint a director in place of Sri Rajender Kumar Agarwal, who retires by rotation, and being eligible offers himself for re-appointment.						
Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Promoter / Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding (3)=	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=	% of Votes against on votes polled (7)=
				$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	E-voting		0	0		0	0	0
	Poll	2850500	2850500	100	2850500	0	100	0
	Total	2850500	2850500	100	2850500	0	100	0
Public – Institutional holders	E-voting		0	0	0	0	0	0
	Poll	683	0	0	0	0	0	0
	Total	683	0	0	0	0	0	0
Public-Others	E-voting		0	0		0	0	0
	Poll	2057393	536383	26.07	536383	0	100	0
	Total	2057393	536383	26.07	536383	0	100	0
Total		4908576	3386883	69.00	3386883	0	100	0



Resolution No. 3		SPECIAL - To sell, transfer, dispose of whole or substantially the whole of the undertaking under section 180 (1) (a) of						
Resolution required:		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Promoter / Public	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0		0	0	0
	Poll	2850500	2850500	100	2850500	0	100	0
	Total	2850500	2850500	100	2850500	0	100	0
Public – Institutional holders	E-voting		0	0	0	0	0	0
	Poll	683	0	0	0	0	0	0
	Total	683	0	0	0	0	0	0
Public-Others	E-voting		0	0		0	0	0
	Poll	2057393	536383	26.07	536383	0	100	0
	Total	2057393	536383	26.07	536383	0	100	0
Total		4908576	3386883	69.00	3386883	0	100	0

Resolution No. 4		SPECIAL - To approve material related party transaction with M/s Rishikesh Yarns						
Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Promoter / Public	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0		0	0	0
	Poll	2850500	0	0	0	0	0	0
	Total	2850500	0	0	0	0	0	0
Public – Institutional holders	E-voting		0	0	0	0	0	0
	Poll	683	0	0	0	0	0	0
	Total	683	0	0	0	0	0	0
Public-Others	E-voting		0	0		0	0	0
	Poll	2057393	536383	26.07	536383	0	100	0
	Total	2057393	536383	26.07	536383	0	100	0
Total		4908576	536383	10.93	536383	0	100	0

