



Date: 31st January, 2022

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

Dear Sir/Madam,

Sub: Postal Ballot Notice

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrip Code: 514140

In terms of Regulation 30 of the SEBI Listing Regulations, we hereby enclose a copy of postal ballot notice seeking the approval of members for related party transaction.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, January 28, 2022 ("Cut-off date").

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses by following the procedure set out in the notes to the Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Private Limited (KFintech) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, February 01, 2022 and ends at 5.00 p.m. (IST) on Wednesday, March 02, 2022.

www.suryavanshi.com

Registered Office:
Surya Towers, 6th Floor, 105, S.P Road
Secunderabad – 500 003, Telangana, India
Telephone : (91) 40 27843333
Email : info@suryavanshi.com



The e-voting module shall be disabled by KFinTech thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

The Postal Ballot Notice available on the Company's website at www.suryavanshi.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Private Limited, Registrar and Share Transfer Agent (RTA) at www.kfintech.com

Yours faithfully,
for SURYAVANSHI SPINNING MILLS LIMITED

A handwritten signature in blue ink, appearing to read 'Rajender Kumar Agarwal', with a long horizontal stroke extending to the right.

RAJENDER KUMAR AGARWAL
Managing Director
DIN: 00041892



E-mail I.D: info@suryavanshi.com; Website: www.suryavanshi.com

CIN No.:- L14220TG1978PLC002390

Regd. office : 6th Floor, Surya Towers, 105,

S.P. Road, Secunderabad – 500003

Phone: 91-40-27843333

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given to the Members of **Suryavanshi Spinning Mills Limited** ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), the Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), read with General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021 and No.20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (the 'MCA Circulars') that the resolutions as set out in this Notice is proposed to be passed by the Members of the Company through electronic voting ('e-voting') only.

In terms of the MCA Circulars, the Companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. Further, the Company will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Company, Registrars and Transfer



Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the e-voting system.

The proposed Resolutions and Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolutions are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

Members are requested to peruse the following proposed resolutions along with the explanatory statement and thereafter record their assent or dissent by means of e-voting system only, provided by the Company.

SPECIAL BUSINESS

ITEM NO.1

To approve the related party transaction to be entered into by the Company with the Innovative Interiors

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

“RESOLVED THAT in supersession of earlier resolution passed by the Members in their meeting held on 30th September, 2021 and pursuant to the provisions of Section 188 and Section 180 (1) (a) 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 also pursuant to the consent of Audit Committee and Board of Directors, the approval of the Shareholders be and is hereby accorded to enter into the contract(s)/ arrangement(s)/ transaction(s) with the Innovative Interiors, a related party within the meaning of Section 2(76) of the Act , for effecting the sale of the whole or any part of land at Survey no. 531, 532, 533, 561, 563, 564, 565, 568 situated at Aliabad Village, Shameerpet Mandal, Rangareddy District, Telangana total value of which is 6.56 crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into 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 Registrar of Companies, Telangana 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.”

Date: January 29th, 2022

Place: Secunderabad

**By Order of the Board
Suryavanshi Spinning Mills Limited**

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

NOTES:

1. Approval of Members of the Company is solicited for passing requisite resolutions through Postal Ballot/ e-Voting for business set out in Item No. 1 of this Notice
The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts of the businesses specified above is annexed here to.
2. In Compliance with the aforesaid MCA Circulars and Circulars issued by SEBI in this regard, Notice of the Postal Ballot is being sent only through electronic mode to those members whose email addresses are registered with the Company or Depository Participant(s). Members may view/download the Postal Ballot Notice available on the Company's website at www.suryavanshi.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Private Limited, Registrar and Share Transfer Agent (RTA) at www.kfintech.com.
3. The Members, whose names appear in the register of members as on **Friday, January 28, 2022**, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged KFin Technologies Private Limited, RTA of the Company for facilitating e-voting to enable the Members to cast their votes electronically.
4. The voting rights of Members shall be in proportion to their holding in the paid-up equity share capital of the Company as on **Friday, January 28, 2022**, being the cut-off date fixed for the purpose.
5. The remote E-voting facility is available at the link: <https://evoting.kfintech.com> and commences from **Tuesday, February 01, 2022 at 09. 00 a.m and concludes on Wednesday, March 02, 2022 at**

05.00 p.m. E-Voting module shall be disabled by KFinTech for voting thereafter. Members desiring to exercise their votes are requested to carefully read the “Information and Instructions relating to e-Voting” provided in the Notes to this Notice.

6. The Board of Directors pursuant to Rule 22(5) of the Rules, in its meeting held on January 29th, 2022 accorded their approval for conducting the postal ballot exercise and **appointed Smt. Rashida Adenwala, Partner, M/s. R & A Associates**, Practicing Company Secretaries, Hyderabad, as the scrutinizer for conducting the Postal Ballot process through remote e-voting process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results will be announced **on or before, March 04, 2022** and the same shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company at www.suryavanshi.com, website of the RTA, KFin Technologies Private Limited www.evoting.kfintech.com/. The Resolution, if passed by requisite majority shall be deemed to have been passed on Wednesday, March 02, 2022, being the last date specified by the Company for e-voting.
8. The instructions to Shareholders for e-voting are as under:
 - a) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
 - b) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
 - c) The Details and the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-voting system in case of shareholders holding shares in physical and non -individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> i). Visit URL: https://eservices.nsdl.com ii). Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii). On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv). Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> i). To register click on link : https://eservices.nsdl.com ii). Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii). Proceed with completing the required fields. iv). Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL Open URL: https://www.evoting.nsdl.com/ <ol style="list-style-type: none"> i). Click on the icon “Login” which is available under ‘Shareholder/Member’ section. ii). A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iii) . Post successful authentication, you will request to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech. <p>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> i). VisitURL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii). Click on New System Myeasi iii). Login with your registered user id and password. iv). The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.

	<p>v). Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>i). Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii). Proceed with completing the required fields.</p> <p>iii). Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>i). Visit URL: www.cdslindia.com</p> <p>ii). Provide your demat Account Number and PAN No.</p> <p>iii). System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv). After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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

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

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

1. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
2. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.
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 "EVEN" i.e., "Suryavanshi Spinning Mills Limited (Postal Ballot)" 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. Click “OK” to confirm 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)
12. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer’s email id rashida@rna-cs.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the, Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:

1. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://karisma.kfintech.com/emailreg>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
2. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com. com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.
3. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means

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

ITEM NO.1

Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, provide that the Related Party Transactions as mentioned in clause (a) to (g) of the said section will require the prior approval of Shareholders of the Company by way of resolution in case the value of the Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules.

As per regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("SEBI LODR") also requires that all material related party transactions shall require approval of the shareholders.

Accordingly, the Audit Committee and the Board of Directors in their respective meeting held on 29th January, 2022 approved the proposed transaction and now seek approval of the shareholders by way of Special Resolution under Section 188 of the Companies Act, 2013 the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related Party Transactions in one or more tranches. The transaction under consideration, is proposed to be entered into by the Company in the ordinary course of business and at arm length basis.

Following disclosure is provided with respect to the transactions:-

S. No	PARTICULARS	DETAILS
1	Name of the Related Party & Nature of Relationship	Innovative Interiors (a firm in which promoter is a partner)
2	Nature, Duration of the contract and particulars of the contract or arrangement	36 months & Sale of land
3	Material terms of the contract or arrangement including the value, if any	Value of Contract or arrangement determined by registered valuer
4	Any advance paid or received for the contract or arrangement, if any	Nil
5	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
6	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
7	Any other information relevant or important for the Board to take a decision on the proposed transaction	For repayment of the Loan



Except Mr. Rajender Kumar Agarwal, and his relative, none of the Directors and/or KMP or their relatives is interested or concerned, financially or otherwise in the resolution

The Board therefore, recommends that the above resolution be passed by way of Special resolution.

Date: January 29th, 2022

Place: Secunderabad

**By Order of the Board
Suryavanshi Spinning Mills Limited**

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