



Date: 21st June, 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: Notice of Postal Ballot And E-Voting
Scrip Code: 514140

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated June, 17, 2022.

The aforesaid notice is being sent electronically to the members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-Off date being **Friday, June 10, 2022** on their registered e-mail address.

The Company has engaged KFin Technologies Limited (RTA of the Company) to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on **Wednesday, June 22, 2022** at 09:00 A.M. (IST) and will be end on **Thursday, July 21, 2022** at 05:00 P.M. (IST).



The said Postal Ballot notice will also be made available on the website of the Company: www.suryavanshi.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Registrar and Share Transfer Agent, M/s KFin Technologies Limited <https://evoting.kfintech.com>.

You are requested to take the above information on record.
Thanking You.

Yours faithfully,
For Suryavanshi Spinning Mills Limited

A-10-11 →

Rajender Kumar Agarwal
Managing Director



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 shareholders 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, In



compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”) and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / KFin Technologies Limited, the Company’s Registrar & Transfer Agent (hereinafter referred as “RTA”). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.

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 give any guarantee or provide security in connection with loan to any other body corporate or person

The members are requested 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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be

deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that the aggregate of the loans and investments so far made and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 20 Crores (Rupees Twenty Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

RESOLVED FURTHER THAT Mr. Rajender Kumar Agarwal be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

RESOLVED FURTHER THAT Mr. Rajender Kumar Agarwal, Managing Director of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, to make necessary entries in the statutory registers of the Company and to do all such acts, deeds and things as may deem fit to give effect to this resolution.”

Date: June 17th, 2022

Place: Secunderabad

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

**Sd/-
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 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, June 10, 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 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, June 10, 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 **Wednesday, June 22, 2022 at 09. 00 a.m and concludes on Thursday, July 21, 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 June 17th, 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, July 23, 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 KFin Technologies Limited www.evoting.kfintech.com/. The Resolution, if passed by requisite majority shall be deemed to have been passed on Thursday, July 23, 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.	<p>1. User already registered for IDeAS facility:</p> <ul 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. <p>2. User not registered for IDeAS e-Services</p> <ul 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. <p>3. Alternatively by directly accessing the e-Voting website of NSDL Open URL: https://www.evoting.nsdl.com/</p> <ul 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>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>i). Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>ii). Click on New System Myeasi</p> <p>iii). Login with your registered user id and password.</p> <p>iv). The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <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>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility 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.
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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:

Procedure for Electronic folios:

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select the company name "Suryavanshi Spinning Mills Limited"
2. Shareholder to enter DPID-CLID / Folio No. and PAN No.
3. Shareholder to enter the e-mail id and mobile no.
4. System check the authenticity of the client id and PAN and send the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of services Postal Ballot notice.
7. System will send the notice & procedure for e-voting to the e-mail given by the shareholder.

Procedure for Physical folios:

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name "Suryavanshi Spinning Mills Limited"
2. Shareholder to enter physical Folio No and PAN No.
3. If PAN No. is not available in the records, shareholder to enter one of the Certificate No.
4. Shareholder to enter the e-mail id and mobile no.
5. System check the authenticity of the Folio No. and PAN/Certificate No. and send the different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min. Only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id.

9. System will send the notice & procedure for e-voting to the “e-mail id” given by the shareholder.

Post successful registration of the e-mail, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot.

It is however clarified that for permanent registration of e-mail address, the shareholders are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032, India by following due procedure.

In case of any query/concern/grievance, Members may refer the (i) remote e-voting user manual or (ii) Help& Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or KFin Technologies Limited at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India, at email: einward.ris@kfintech.com; 1800-3094-001 (toll free)



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

ITEM NO.1

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted , directly or indirectly, to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

In view of considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, the Board is seeking the prior approval of the Members pursuant to Section 186 provision over and above the limits as specified in the resolution at Item No.1 of the Notice.

The said approval is sought keeping in mind the fund requirements and to meet urgent requirement from time to time to yield and grow in business segment.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Date: June 17th, 2022
Place: Secunderabad

By Order of the Board
Suryavanshi Spinning Mills Limited

Sd/-
Rajender Kumar Agarwal
Managing Director
DIN: 00041892