



SURYALATA SPINNING MILLS LIMITED

CIN-L18100TG1983PLC003962 - GST No : 36AADCS0823M1ZA

(An ISO 9001 : 2008 Certified Company)



SLSML/2018-19/436

February 20, 2019

The General Manager
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalai Street, Fort, Mumbai - 400 001.

Dear Sir//Madam,

Sub : Postal Ballot Notice - Reg.

Ref : Scrip Code : 5 1 4 1 3 8 (BSE).

With reference to the above stated subject, please find enclosed herewith the Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking consent of the Shareholders to continue the Directorship of Non-Executive Independent Directors who have attained the age of 75 years for the present tenure as per Regulation 17(1A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and re-appointment of all the independent directors for a further period of five years.

This is for your information and records.

Thanking you,

Yours faithfully,
for **SURYALATA SPINNING MILLS LIMITED,**


VITHALDAS AGARWAL
MANAGING DIRECTOR
DIN : 00012774





SURYALATA SPINNING MILLS LIMITED
CIN-L18100TG1983PLC003962
SURYA TOWERS, 1st FLOOR, 105, S.P ROAD,
SECUNDERABAD- 500 003, Telangana. (INDIA)
PHONE: 040-2777 4200, 27819908/09 FAX 27846859
website: www.suryalata.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”) read with Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to other applicable laws and regulations, that the Special Resolutions appended below are proposed to be passed by the Members by way of Postal Ballot by giving their assent/ dissent. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. Please read carefully and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner, the result of the postal ballot will be announced on or before 06.00 P.M. on Thursday, March 28, 2019 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website: www.suryalata.com and also on the notice board placed at the Registered Office of the Company besides communicating the same to BSE Limited (BSE). The result of the postal ballot shall also be announced through newspaper advertisement. Results will also be posted on the Website of Karvy Fintech Private Limited, <https://evoting.karvv.com>.

SPECIAL BUSINESS:

1. To continue the appointment of Sri R. Surender Reddy as Independent Director for the remaining period of the current term and reappointment for a second term of 5(Five) years:

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Sri R. Surender Reddy (DIN: 00083972), Independent Director of the Company, aged 87 years, whose continuation in office with effect from April 1,2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Sri R. Surender Reddy as an Independent Director of the Company, to hold office for his remaining term of office with effect from April 1, 2019 to August 5, 2019.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and regulation 17(1A) and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to re-appoint Sri R. Surender Reddy (DIN: 00083972), as an Independent Director of the Company for a period of 5 years with effect from August 6, 2019 to August 5, 2024 and he shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.”

“**RESOLVED FURTHER THAT** Sri Vithaldas Agarwal (DIN: 00012774), Managing Director of the Company and Sri Mahender Kumar Agarwal(DIN: 00012807), Joint Managing Director of the Company are hereby severally authorized to do all acts and take all such steps as may be proper or necessary to give effect to this resolution.”

2. To continue the appointment of Sri Lakshmi Kanth Reddy Konda as Independent Director for the remaining period of the current term and reappointment for a second term of 5(Five) years:

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Sri Lakshmi Kanth Reddy Konda (DIN: 00016766), Independent Director of the Company, aged 76 years, whose continuation in office with effect from April 1, 2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Sri Lakshmi Kanth Reddy Konda as an Independent Director of the Company, to hold office for his remaining term of office with effect from April 1, 2019 to August 5, 2019.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and regulation 17(1A) and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to re-appoint Sri Lakshmi Kanth Reddy Konda (DIN: 00016766), as an Independent Director of the Company for a period of 5 years i.e., from August 6, 2019 to August 5, 2024 and he shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.”

“**RESOLVED FURTHER THAT** Sri Vithaldas Agarwal (DIN: 00012774), Managing Director of the Company and Sri Mahender Kumar Agarwal(DIN: 00012807), Joint Managing Director of the Company are hereby severally authorized to do all acts and take all such steps as may be proper or necessary to give effect to this resolution.”

3. To re-appoint Sri Suresh Reddy Kethireddy as Independent Director for a second term of 5(Five) years:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to re-appoint Sri Suresh Reddy Kethireddy (DIN: 00074879), as an Independent Director of the Company for a period of 5 years i.e., from August 6, 2019 to August 5, 2024 and he shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.”

“**RESOLVED FURTHER THAT** Sri Vithaldas Agarwal (DIN: 00012774), Managing Director of the Company and Sri Mahender Kumar Agarwal(DIN: 00012807), Joint Managing Director of the Company are hereby severally authorized to do all acts and take all such steps as may be proper or necessary to give effect to this resolution.”

**for and on behalf of the board
for Suryalata Spinning Mills Limited**

**Vithaldas Agarwal
DIN: 00012774
Managing Director**

Date: February 12, 2019

Place: Kalwakurthy.

Notes:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Company has appointed Mr. Ajay Naga Chowdary Vemuri, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the Member.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on February 15, 2019.
5. You are requested to read carefully the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 05.00 P.M on March 27, 2019. The envelope may also be deposited personally at the address given thereon. Consent received thereafter shall be treated as if the reply from the Member has not been received. Also, no other Form or Photocopy thereof is permitted. However, an envelope containing postal ballot if sent by any other modes at the expenses of the registered Members will also be accepted.

6. **The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.** In case a Member desires to exercise his vote by using e-voting facility then he/she has to carefully follow the instructions as given for E-voting printed on the back side of the Postal Ballot Form. He/she can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period (i.e., till the last date of receipt of Postal Ballots), whichever is earlier.

Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Registered Office of the Company and send/submit the same by post to Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited), (Unit: Suryalata Spinning Mills Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

7. **Voting through electronic means**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on February 15, 2019 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by the RTA of the Company, Karvy Fintech Private Limited (Karvy).

8. **The instructions for voting are as under:**

- A. **Procedure and instructions for e-voting**

The procedure and instructions for E-voting are as follows:

- i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:-
	a) For NSDL :- 8 Characters DP ID followed by 8 Digits Client ID. b) For CDSL :- 16 digits beneficiary ID
Password	For Members holding shares in Physical Form:- Event No. followed by Folio Number registered with the Company.
Captcha	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic Notice.
	Enter the Verification code i.e. enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

- iii) Please contact Toll free No. 1800 3454001 for any further clarifications.
- iv) The e-Voting period commences on February 25, 2019 at 10.00 A.M(IST)and ends on March 27, 2019 at 05.00 PM(IST). E-voting module will be disabled after 05.00 P.M., on March 27, 2019 for E-voting by the Members.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical Form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field.

- vii) The new password has to be minimum eight characters consisting of at least one upper case (AZ), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited. e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on 1st 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.
- viii) You need to login again with the new credentials.
- ix) On successful login, system will prompt to select the 'Event' i.e. 'Suryalata Spinning Mills Limited'.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding in the Company. If the shareholder do not want to cast his/her vote, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the Resolution(s), you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (Corporate /Fls/Flls/FPIs/Trust/Mutual Funds/Banks etc.), are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through email to ajay@vacncs.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name EVENT No."
- xiv) Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.

B. Process and manner for members opting for voting through Postal Ballot

- i) A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to 'The Scrutinizer, Mr. Ajay Naga Chowdary Vemuri, Company Secretary in Practice, C/o. Karvy Fintech Private Limited, Unit: Suryalata Spinning Mills Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India in the attached self-addressed Business Reply Envelope so as to reach on or before 05.00 P.M on March 27, 2019.
- ii) The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii) The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv) The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v) The consent must be accorded by recording the assent in the Column "**FOR**" and dissent in the Column "**AGAINST**" by placing a tick () mark in the appropriate column.
- vi) There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member(s).
- vii) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- viii) A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 05.00 P.M (IST) March 27, 2019.
- ix) Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x) A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii) Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.
- xiii) Corporate/institutional Members (Corporate/Fls/foreign institutional investors/ trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to ajay@vacncs.com/ info@vacncs.com with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name EVENT No."
- xiv) The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on March 28, 2019 on /before 06.00 P.M (1ST) at the Registered Office of the Company and the Resolution will be taken as passed, if the results of the Postal Ballots/ E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As indicated earlier,

the results will be published on the website of the Company, www.suryalata.com besides being notified to BSE Limited, where the Company's shares are listed. Results will also be posted on the Website of Karvy Fintech Private Limited, <https://evoting.karvv.com>.

C. General Instructions

- i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.
- ii) Members may alternatively opt for E-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from SI. No. 8 A. (i) to (xii) under heading A above to vote through E-voting platform.
- iii) In the event, a member casts his votes through both the processes i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be considered as invalid.
- iv) The E-voting period commences from 10.00 A.M (IST) on February 25, 2019 and ends on 05.00 P.M (IST) on March 27, 2019. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of February 15, 2019 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v) Mrs. Y Hari Priya, Company Secretary, Suryalata Spinning Mills Limited, Regd. Off. 105, Surya Towers, 1stFloor, Sardar Patel Road, Secunderabad, Telangana, 500003, India, Phone No. 040-27774200 is responsible to address the grievances connected with the E-voting and Postal Ballot.
- vi) The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date for voting i.e., March 27, 2019.
- vii) The results will be published on the website of the Company, www.suryalata.com besides being notified to BSE Limited, where the Company's shares are listed. Results will also be posted on the Website of Karvy Fintech Private Limited, <https://evoting.karvv.com>.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 3.

Item No.1:

Sri R. Surender Reddy(Age: 87 Years) has rich experience in Business and Politics. He was a Member of Parliament and a member of Andhra Pradesh Legislative Assembly for four terms each. Previously he was on the Boards of Andhra Bank and A.P. State Financial Corporation. He has been the Chairman of Hyderabad Race Club for several years and is very well known in corporate circles. The brief profile of Sri R.Surender Reddy is detailed in Annexure to this notice.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Further, Sri R. Surender Reddy was appointed as an Independent Director of the Company by the members at the 31st AGM of the Company held on August 6, 2014 for a period of five consecutive years commencing from August 6, 2014 upto August 5, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee considering the skills, experience, knowledge and performance evaluation, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri R.Surender Reddy, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be continued in the current term upto August 5, 2019 and be re-appointed as an Independent Director for second term of five consecutive years starting from August 6, 2019to August 5, 2024. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, and based on boards evaluation, Sri R. Surender Reddy fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his continuation and reappointment as an independent director of the Company and he is independent of the management of the Company. A copy of the draft letter for the appointment of Sri R. Surender Reddy as an independent director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to March 27, 2019.

The Board considers that the continued association of Sri R. Surender Reddy would be of immense benefit to the Companyand is desirable to continue to avail the services of Sri R. Surender Reddy as an independent director.

Accordingly, the Board recommends the resolution in relation to the continuation and reappointment of Sri R. Surender Reddy as an independent director, for the approval by members of the Company by way of special resolution(s).

No director, key managerial personnel or their relatives, except Sri R. Surender Reddy to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the resolution set forth in Item no. 1 for the approval of the Members.

Item No. 2:

Sri Lakshmi Kanth Reddy Konda(Age: 76 Years) is an advocate by Profession. He has pursued law from Osmania University. He has been associated with several social, cultural and educational institutions. He was assistant Govt. Pleader at the High Court of Andhra Pradesh and Member, Managing Committee of Nizam Club, Hyderabad. He is presently practicing as an Advocate at the High Court, Telangana. The brief profile of Sri Lakshmi Kanth Reddy Konda is detailed in Annexure to this notice.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Further, Sri Lakshmi Kanth Reddy Konda was appointed as an Independent Director of the Company by the members at the 31st AGM of the Company held on August 6, 2014 for a period of five consecutive years commencing from August 6, 2014 upto August 5, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee considering the skills, experience, knowledge and performance evaluation, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Lakshmi Kanth Reddy Konda, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be continued in the current term upto August 5, 2019 and be re-appointed as an Independent Director for second term of five consecutive years starting from August 6, 2019 to August 5, 2024. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, and based on boards evaluation, Sri Lakshmi Kanth Reddy Konda fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his continuation and reappointment as an independent director of the Company and he is independent of the management of the Company. A copy of the draft letter for the appointment of Sri Lakshmi Kanth Reddy Konda as an independent director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to March 27, 2019.

The Board considers that the continued association of Sri Lakshmi Kanth Reddy Konda would be of immense benefit to the Company and is desirable to continue to avail the services of Sri Lakshmi Kanth Reddy Konda as an independent director.

Accordingly, the Board recommends the resolution in relation to the continuation and reappointment of Sri Lakshmi Kanth Reddy Konda as an independent director, for the approval by members of the Company by way of special resolution(s).

No director, key managerial personnel or their relatives, except Sri Lakshmi Kanth Reddy Konda to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the resolution set forth in Item no. 2 for the approval of the Members.

Item No. 3:

Sri Suresh Reddy Kethireddy is a graduate from Nizam College, Hyderabad and he was member of Andhra Pradesh Legislative Assembly from 1989-2009 and served as the speaker of Andhra Pradesh Legislative Assembly for a full term of five year from 2004-2009. The brief profile of Sri Suresh Reddy Kethireddy is detailed in Annexure to this notice.

Sri Suresh Reddy Kethireddy was appointed as an Independent Director of the Company by the members at the 31st AGM of the Company held on August 6, 2014 for a period of five consecutive years commencing from August 6, 2014 upto August 5, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee considering the skills, experience, knowledge and performance evaluation, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Suresh Reddy Kethireddy, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years starting from August 6, 2019 to August 5, 2024. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, and based on boards evaluation, Sri Suresh Reddy Kethireddy fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his continuation and reappointment as an independent director of the Company and he is independent of the management of the Company. A copy of the draft letter for the appointment of Sri Suresh Reddy Kethireddy as an

independent director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to March 27, 2019.

The Board considers that the continued association of Sri Suresh Reddy Kethireddy would be of immense benefit to the Company and is desirable to continue to avail the services of Sri Suresh Reddy Kethireddy as an independent director.

Accordingly, the Board recommends the resolution in relation to the continuation and reappointment of Sri Suresh Reddy Kethireddy as an independent director, for the approval by members of the Company by way of special resolution(s).

No director, key managerial personnel or their relatives, except Sri Suresh Reddy Kethireddy to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the resolution set forth in Item no. 4 for the approval of the Members.

**for and on behalf of the board
for Suryalata Spinning Mills Limited**

**Vithaldas Agarwal
DIN: 00012774
Managing Director**

Date: 12 February, 2019

Place: Kalwakurthy

Annexure to Postal Ballot Notice

Details of Directors seeking continuation of Appointment and Re-appointment in the Postal Ballot Notice dated February 12, 2019 is as follows pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

S. No	Particulars	Name of the Director		
		Sri R. Surender Reddy (DIN: 00083972)	Sri Lakshmi Kanth Reddy Konda (DIN: 00016766)	Sri Suresh Reddy Kethireddy (DIN: 00074879)
1	Date of Birth and Age	October 10, 1931 and 87 Years	March 15, 1942 and 76 Years	May 25, 1956 and 59 Years
2	Date of first appointment	March 27, 1985 (Re-appointed for a period of five year with effect from August 6, 2014)	May 29, 2000 (Re-appointed for a period of five year with effect from August 6, 2014)	January 31, 2011 (Re-appointed for a period of five year with effect from August 6, 2014)
3	Nature and Terms & Conditions of appointment (appointment / re-appointment)	Continuation of Directorship for the present term and re-appointment for a second term or five years period.	Continuation of Directorship for the present term and re-appointment for a second term or five years period.	Re-appointment for a second term of five years.
4	Qualifications	B.Com	B.A., LL.B	Graduate
5	Experience and Expertise in specific functional areas	More and four decades of public service as Member of Parliament and Member of Legislative Assembly.	More than five decades of experience as an Advocate.	More and three decades of public service.
6	Directorships in other Listed Companies	(1) Surya Lakshmi Cotton Mills Limited (2) Surana Solar Limited (3) Lakshmi Finance and Industrial Corporation Limited (4) Bhagyanagar India Limited	NA	NA
7	Relationship with other Directors, Manager and Other Key Managerial Personnel of the company	Not related to Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company
8	Shareholding in the Company	Holds 3600 Equity Shares	Holds 200 Equity Shares	Nil
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.41,000 was paid as Sitting fees during the Financial Year ended March 31, 2018.	Rs.25,000 was paid as Sitting fees during the Financial Year ended March 31, 2018.	Rs.33,000 was paid as Sitting fees during the Financial Year ended March 31, 2018.
10	The number of Meetings of the Board attended during the year	4 out of 4	4 out of 4	3 out of 4
11	Membership/ Chairmanship of Committees of other Boards	Lakshmi Finance and Industrial Corporation Limited Chairman of Audit Committee Member: Nomination and Remuneration Committee, Stakeholders Relationship	Nil	Nil

S. No	Particulars	Name of the Director		
		Sri R. Surender Reddy (DIN: 00083972)	Sri Lakshmi Kanth Reddy Konda (DIN: 00016766)	Sri Suresh Reddy Kethireddy (DIN: 00074879)
		<p>Committee, CSR Committee, Risk Management Committee.</p> <p>Surya Lakshmi Cotton Mills Limited Chairman of Audit Committee Member: Nomination and Remuneration Committee, CSR Committee.</p> <p>Bhagyanagar India Limited Chariman of Nomination & Remuneration Committee and Member of Audit Committee</p> <p>Surana Solar Limited Chairman of Nomination & Remuneration Committee and Member of Audit Committee</p>		

