

SURYALAKSHMI COTTON MILLS LTD

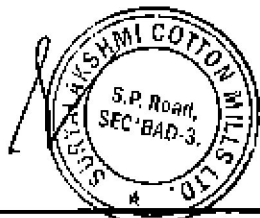


(AN IS/ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED COMPANY)

Checklist for In-Principle approval prior to issue and allotment of securities on a preferential basis under SEBI (ICDR) Regulations, 2018 ("ICDR Regulations")

Note- The Exchange shall grant In Principle approval under Regulation 28(1) of the SEBI - LODR only if the Company has ensured to obtain Listing & Trading approval from the Exchange for all of its previous equity allotments.

Sr. No.	Document	Remarks/Page Nos.	
1.	Covering letter for "In-principle approval" for issue and allotment of Securities on a preferential basis under Regulation 26(1) of the SEBI (LODR), Regulations, 2015.		1-4
2.	Brief particulars of the proposed preferential issue as per format enclosed as Annexure I and the allottee details to be provided in excel sheet as per format enclosed as Annexure IA		5-9
3.	Certified copy of the resolution passed by the Board of Directors of the company for the proposed preferential issue		10-11
4.	<p>Printed copy of notice of AGM/EGM</p> <p>Note: Attention is drawn towards disclosure requirements as specified under Reg. 163 of ICDR Regulations which should be included in the notice, Please ensure that the notice inter alia include the following:</p> <p>a) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately controls the proposed allottees wherein the proposed allottee is not the natural person subject to exemption provided in the regulation.</p> <p>b) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue</p> <p>c) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter</p>		12-33



GOVERNMENT RECOGNISED EXPORT HOUSE

Regd. Office : Surya Towers, 6th Floor, 105 Sardar Patel Road, Secunderabad - 500 003, Telangana, INDIA

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

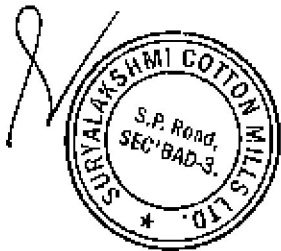
E-MAIL : sicmltd@suryalakshmi.com WEBSITE : www.suryalakshmi.com

SURYALAKSHMI & COTTON MILLS LTD



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5.	<p>Where allotment is:</p> <p>I) for consideration other than cash</p> <p>a) Certified copy of valuation report by an independent registered valuer</p> <p>b) Certified copy of Shareholders Agreements.</p> <p>c) Certified copy of approval letters from FIPB and RBI if applicable.</p> <p>[Note: consideration other than cash shall comprise only swap of shares pursuant to a valuation report by an independent registered valuer]</p> <p>II) pursuant to a resolution plan approved by NCLT under Insolvency and Bankruptcy Code, 2016 (IBC)/ CDR Scheme/ Order of High Court/ BIFR</p> <p>a) Certified copy of resolution plan approved by NCLT under IBC (Extract of the relevant resolution) /relevant scheme/ order</p> <p>III) Pursuant to conversion of loan of financial Institutions.</p> <p>a) Certified copy of the Loan Agreement executed by the company.</p>	NA	
6.	<p>In case if the prior holding of the allottee is under pledge with banks/ financial institution(s), company needs to provide an undertaking/ confirmation from the banks/ financial institutions, company and allottee(s) as per format enclosed as Annexure II</p>		34-37
7.	<p>Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure III</p>		38-39
8.	<p>Certificate from Statutory Auditors/ Practicing Chartered Accountant/ Practicing Company Secretary as per format enclosed as Annexure IV</p>		40-41
	<p>Copy of valuation report from an independent registered valuer wherever applicable in terms of amendment in ICDR regulations dated 14.01.2022</p>	NA	
9.	<p>Latest copy of Article of Association (AoA) of the company</p>		42-106



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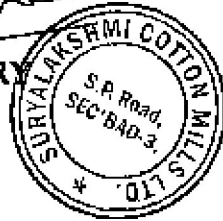
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10.	Pricing certificate by Statutory Auditor/ Practicing Chartered Accountant/ Practicing Company Secretary as per format enclosed as Annexure V. In case the securities of the company are infrequently traded, pricing certificate shall be as prescribed under the Regulation 165 and 166 of SEBI (ICDR) Regulation, 2018		107
11.	Other Attachments		108-126
12.	Non-refundable processing fees @ 0.025% of the issue size subject to a minimum of Rs.1,80,000/- and a maximum of Rs.4,50,000/- plus GST to be paid as per applicable rate through Online Payment Gateway (via Net Banking Facility) in Listing Centre portal- Details given in Annexure VI or through Cheque/DD favoring "BSE Limited"	UTR No. referred on Page No.3	

Thanking You

E.V.S.V. SARMA

COMPANY SECRETARY



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SURYALAKSHMI COTTON MILLS LTD

(AN IS/ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED COMPANY)

1

Date: 07/02/2022

To

Department of Corporate Services,
BSE Limited,
1st floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal street, Fort,
MUMBAI 400 001.

Scrip No.: 521200

- Reg: i. In-Principle approval under Regulations 28(1) of SEBI (LODR) Regulations.
ii. Issue of 21,33,000 Equity share warrants on Preferential basis to Promoters.

Dear Sir,

The Company in its Board Meeting held on 02nd February, 2022 has approved the issue of 21,33,000 Equity share warrants on Preferential basis to the Promoters of the Company and has convened on EGM on 02nd March, 2022.

Please find enclosed the prescribed documents required by you for this purpose as listed in the enclosed check list.

Please process our application and issue the In-principle approval at your earliest. If you need any further information please contact.

E.V.S.V.SARMA
COMPANY SECRETARY
MAIL ID: cs@suryalakshmi.com
PH.No: 9848076219

Thanking you,

Yours faithfully,

for SURYALAKSHMI COTTON MILLS LIMITED


E.V.S.V. SARMA
COMPANY SECRETARY



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SURYALAKSHMI & COTTON MILLS LTD



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Date: 07/02/2022

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai - 400 001.

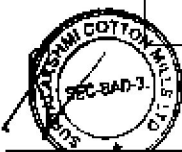
Dear Sir,

Sub: Application for "In-principle approval" for issue and allotment of 21,33,000 Equity shares warrants to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In terms of Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby seek your "In-principle approval" prior to issue and allotment of 21,33,000 Equity share warrants to promoters and/or other than promoters on a preferential basis in accordance with provisions specified under Chapter V of SEBI (ICDR) Regulations, 2018.

1. The brief particulars of the proposed preferential issue are given as Annexure I.
2. The particulars of other issues (in sequential order) in respect of which approvals are pending with the Exchange are given hereunder:

Type of Issue (e.g. Amalgamation/ Arrangement, Preferential, Bonus, Rights, etc.)	Size of Issue	Date of Allotment (if applicable)	Stage of Approval Pending (Tick any one which is applicable)
	NIL		(Y/N) In-principle (Y/N) Listing (Y/N) Trading



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3. Details of processing fee remitted are given hereunder:

Processing Fee (including GST)	2,12,400
TDS, if any	18,000
Net amount remitted after TDS	1,94,400
UTR No./Cheque/Demand Draft No.	SBIN222038899903
Dated	07/02/2022
Drawn on	S&C

4. In case of any queries / clarifications the under-mentioned official may be contacted:

Contact Details	
Name & Designation of Contact Person	E.V.S.V.SARMA COMPANY SECRETARY
Telephone Nos. (landline & mobile)	9848076219
Email - id	cs@suryalakshmi.com

5. Details of PAN/ DIN of the company/directors/promoters/promoter group/ compliance officers

i) Details of PAN of the company

Sr. No.	Name of the company	PAN of the company
1.	Suryalakshmi Cotton Mills Limited	AAECS1921R

ii) Details of the PAN of the promoters, entities belonging to promoter group, Directors and Compliance Officer



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SURYALAKSHMI COTTON MILLS LTD



lx

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Sr. No.	Name of the entities	Category (Promoter/Promoter group/ Director/ Compliance officer)	PAN of the person	DIN - only in case of Directors
1.	Sri L.N.Agarwal	Promoter, Chairman & Managing Director	ADOPA1629A	00008721
2.	Sri Paritosh Agarwal	Promoter and Managing Director	ABQPA4341M	00008738
3.	Smt. Padmini Agarwal	promoter	ABQPA4345R	
4.	Sri. L.N.Agarwal (Family Trust)	promoter	AAATL8943P	
5.	Sri. L.N.Agarwal (HUF)	promoter	AAAHL3381H	
6.	Sri. Paritosh Agarwal (HUF)	Promoter	AANHP0429F	
6.	Sri. Vedant Agarwal	Promoter	AJFPA4517N	
7.	Sri. Late Sayabhama Bai	promoter	AFGPA8970A	
8.	Sri R.Surender Reddy	Director	ABSPR3719E	00083972
9.	Sri R.S.Agarwal,	Director	AABPA5381R	00012594
10.	Sri Navrang Lal Tibrewal,	Director	ABFPT4785K	00030151
11.	Sri V.V.S.Ravindra	IDBI - Nominee Director	AACPV9660H	01887879
12.	Sri Dhruvvijai Singh	Director	AAAPS1573J	07180749
13.	Smt. Aruna Prasad	Director	AAHPA9674M	07164087
14.	Sri. E.V.S.V.Sarma	Company Secretary	AACPE3282E	

I / We hereby confirm that the information provided in the application and enclosures is true and correct.

Thanking you,

Yours faithfully,

for **SURYALAKSHMI COTTON MILLS LIMITED**

E.V.S.V. SARMA
COMPANY SECRETARY



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Brief particular of the proposed preferential issue are:

I) Company details:

Name of the Company	SURYALAKSHMI COTTON MILLS LIMITED
Scrip Code	521200
ISIN No.	INE713B01026
Face Value of the equity shares of the company	10/-
Authorized Capital of the Company (Rs.)	38,72,00,000
Nominal value of the equity share capital (Rs.)	
Paid up equity share capital of the Company (Rs.)	18,44,53,000
Maximum no. of shares that may be issued (inclusive of convertible instruments) pursuant to the proposed preferential issue	21,33,000
Paid up equity share capital of the Company post proposed issue on fully diluted basis (Rs.)	20,57,83,000

II) Issue details:

Date of Board Meeting wherein the proposed preferential issue was approved	02-02-2022
Date of General Meeting approving the preferential issue of securities u/s 62	02-03-2022
Date of approval by CDR or Order passed by the Hon'ble High Court/ NCLT, if applicable	NA
Relevant date	31/01/2022
Minimum price as computed under Regulation 164 / 165 of SEBI (ICDR) Regulations, 2018 Regulations	
Offer Price (Rs.)	85/-
Consideration (cash/ other than cash/conversion of loan)	Cash
Whether any other regulatory approval is required for the issue. If yes, details thereof	NO

Details of security proposed to be issued			
	Promoters	Non-promoters	Total
Equity (Nos.)			
Warrants (Nos.)	21,33,000		21,33,000
Others (PCD/FCD, preference shares, etc) (Nos.)	—	—	—
In case of convertible instrument, period when the same can be exercised/ converted	—	—	—

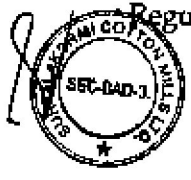


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III) Allottee details:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
Sri. L.N.Agarwal (Family Trust)	Promoter group	AAATL8943P	Sri. L.N.Agarwal Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal	1,23,000	Non QIB	2.62%
Sri. L.N.Agarwal		ADOPA1629A		4,54,800		9.67%
Sri. Paritosh Agarwal		ABQPA4341M		4,92,800		10.48%
Smt. Padmini Agarwal		ABQPA4345R		3,23,900		6.89%
Sri. Vedant Aharwal		AJFPA4517N		6,05,500		12.35%
Sri. Paritosh Kumar Agarwal (HUF)		AANHP0429F	Sri. Paritosh Agarwal Smt. Padmini Agarwal Sri. Vedant Agarwal Smt. Apama Agarwal	1,33,000		0.70%

(*) QIB as defined under Definitions in Regulation 2(1)(ss) of Chapter I of SEBI (ICDR) Regulations, 2018



IV) Details of pre-preferential shareholding of the allottees:

Name of the Allottee	Pre-preferential shareholding (No. of shares)	Whether pre-preferential shareholding in physical/ demat	Lock in Details		Pledge Details	
			Date From	Date To	No of shares	Name of institution
Sri. L.N.Agarwal (Family Trust)	3,70,000	demat	31/01/2022	90 trading days from the date of allotment	3,70,000	SBICAP Trustee Company Limited
Sri. L.N.Agarwal	13,64,516	demat	31/01/2022		13,64,516	
Smt Padmini Agarwal	9,71,815	demat	31/01/2022		9,71,815	
Sri. Vedant Aharwal	17,17,164	demat	31/01/2022		17,17,164	
Sri. Paritosh Agarwal (HUF)	—	demat	31/01/2022		—	—
Sri. Paritosh Agarwal	14,78,472	demat	31/01/2022		14,78,472	2,28,472 shares with SBICAP Trustee Company Limited, 5,00,000 shares with Axis Bank Limited, 7,50,000 shares with DBS Bank of India Limited.
TOTAL	59,01,967				59,01,967	

Note: In cases where the pre-preferential shareholding of the allottee(s) is in physical form, allotment to such allottee(s) shall be made only if such pre-preferential shareholding is materialized before the allotment.

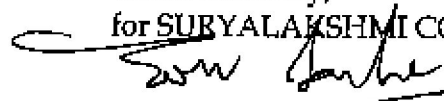


V) Shareholding pattern of the company pre and post proposed preferential issue:

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	9326889	55.94	11459889	60.94
Public (B)	7345401	44.06	7345401	39.06
Total (A) + (B)	16672290	100	18805290	100
Custodian (C)		--		--
Grand Total (A) + (B) + (C)				

Thanking you,

Yours faithfully,
for SURYALAKSHMI COTTON MILLS LIMITED




E.V.S.V.SARMA
Company Secretary
Date: 07/02/2022



Annexure - IA

Sr.No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	No. of securities to be allotted	Allottee is: QIB/ Non QIB	Pre- preferential shareholding (No. of shares)	Whether preferential shareholding in physical/ demat	Lockin Details		No. of shares Pledged			
								FROM	TO	FROM	TO		
1	Sri. L.N. Agarwal	Promoter	ADOPA1629A	454800	NON - QIB	1364516	Demat						
2	Smt. Padmini Agarwal	Promoter	ABQPA4345R	323900		971815							
3	Sri. Vedant Agarwal	Promoter	AJFPA4517N	605500		1717164							
4	Sri. Partosh Agarwal (HUF)	Promoter	AANFI0429F	133000									
5	Sri. L.N. Agarwal (Family Trust)	Promoter	AAATL8943P	123000		3,70,000				31/01/2022	90 trading days from the date of allotment	12/08/2021	
6	Sri. Partosh Agarwal	Promoter	ABQPA4341M	492800		14,78,472				2,28,472 - 12/08/2021 - SBICAP Trustee Company Limited. 5,00,000 - 27/09/2017 - Axis Bank and 7,50,000 - 27/08/2019 DBS Bank of India Limited			
TOTAL						59,01,967							

Yours faithfully
 for SURYA LAKSHMI COTTON MILLS LIMITED

 E.V.S.V. SARMA
 COMPANY SECRETARY



SURYALAKSHMI COTTON MILLS LTD



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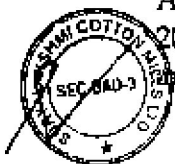
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON 02ND FEBRUARY, 2022 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 6TH FLOOR, SURYA TOWERS, 105 S.P. ROAD, SECUNDERABD - 500003 THROUGH VIDEO CONFERENCING.

Sri. L.N.Agarwal, Chairman and Managing Director and Sri. Paritosh Agarwal, Managing Director being interested in this item of proposed Preferential issue were not present when the item was considered by the Board. Sri. R. Surender Reddy chaired the Board for this item.

The Chairman informed the Board that the Company proposes to issue 21,33,000 share warrant to the Promoters under the applicable provisions of Sections 42, 62 and other provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company. The equity share warrants will be priced on Rs. 85/- (Equity share Face Value Rs.10/- at a premium of Rs. 75/-) under the relevant SEBI regulations. The issue also needs the approval of the members which is proposed to be obtained by an EGM on 02nd March, 2022 to be held through Video Conference (VC) as permitted by MCA Guidelines.

The Board discussed the same and passed the following resolution;

"RESOLVED THAT the Board do hereby approve, subject to the consent of the members by way of a Special Resolution the creation, issue, offer and allotment from time to time of 21,33,000 equity share warrants to the Promoters of the Company under the applicable provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (ICDR)



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Regulations, 2018, as amended, SEBI (SAST) Regulations, 2011 ("SEBI Takeover Regulations"), SEBI (LODR) Regulations, 2015, as amended and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the SEBI and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board do approve the convening and holding of an Extraordinary General Meeting (EGM) of members of the Company on 02nd March, 2022 through VC for the purpose of securing the approval of the members for the aforesaid preferential issue of 21,33,000 equity share warrants to the promoters of the Company namely Sri. L.N.Agarwal, Sri. Paritosh Agarwal, Smt. Padmini Agarwal, Sri. Vedant Agarwal, Sri. L.N.Agarwal (Family Trust), and Sri. Paritosh Agarwal (HUF)."

"RESOLVED FURTHER THAT the Board do constitute a committee of Directors consisting of Sri. R.Surender Reddy, Sri. Dhruv Vijai Singh and Sri. Navrang Lal Tibrewal with Sri. R.Surender Reddy as a Chairman for the allotment of Equity share warrants to the Promoters on receipt of 25% of issue price within 15 days of the EGM in terms of the issue of the Preferential offer to the Promoters and place the details of allotment before the next Board Meeting."

"RESOLVED FURTHER THAT the Board do approve the appointment of Kfin Technologies Private Limited for the purpose of providing technical support for the VC facility for holding the meeting."

"RESOLVED FURTHER THAT the Board do appoint Mr. K.V.Chalama Reddy Practicing Company Secretary as scrutinizer for the EGM and to issue the necessary certificate to the Exchanges that the issue is in compliance with the relevant applicable regulations."

"RESOLVED FURTHER THAT Sri. E.V.S.V.Sarma be and is hereby directed to do all the necessary acts, to comply with the regulations and submit the necessary forms and returns to ROC / Stock Exchanges / SEBI."

CERTIFIED TRUE COPY
for SURYALAKSHMI COTTON MILLS LTD.



E.V.S.V.Sarma
E.V.S.V.SARMA
COMPANY SECRETARY

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SURYALAKSHMI COTTON MILLS LTD



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NOTICE

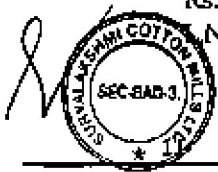
NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of Suryalakshmi Cotton Mills Limited will be held on Wednesday, 02nd March, 2022 at 10.30 A.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 6th Floor, Surya Towers, 105, S.P.Road, Secunderabad - 500 003 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

1. Issuance of Equity Warrants to Promoters of the Company on Preferential Basis:

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

"RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 21,33,000 (Twenty One Lakh Thirty Three Thousand) Equity warrants ("Warrants") at a price of Rs. 85/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company ("Equity Shares") at a premium of Rs. 75/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating up to Rs. 18,13,05,000/- (Rupees Eighteen Crore Thirteen Lakh Five Thousand only) to Promoters Sri. N.Agarwal, Sri. Paritosh Agarwal, Smt. Padmini Agarwal, Sri. Vedant Agarwal, Paritosh Aharwal (HUF),



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Regd. Office : Surya Towers, 6th Floor, 105 Serdar Patel Road, Secunderabad - 500 003, Telangana, INDIA

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

E-MAIL : slcmtd@suryalakshmi.com WEBSITE : www.suryalakshmi.com



SURYALAKSHMI COTTON MILLS LTD



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and L.N.Agarwal (Family Trust) of the Company ("proposed allottee") for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members."

"RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of equity share warrants be and is hereby fixed as Monday, 31st January, 2022 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, 02nd March, 2022."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (vi) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.



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E-MAIL : ekmilt@suryalakshmi.com WEBSITE : www.suryalakshmi.com

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- (vii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- (viii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in- principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard."

By Order of the Board of Directors
For SURYALAKSHMI COTTON MILLS LIMITED



E.V.S.V.SARMA
Company Secretary

Place: Hyderabad
Date: 02/02/ 2022

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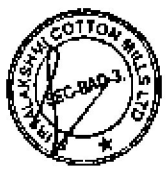
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NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the Extraordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") during the calendar year 2020. Further, the MCA vide its General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 extended the above exemptions till June 30, 2022. The Registered office of the Company situated at 6th floor, Surya Towers, 105 S.P.Road, Secunderabad - 500003 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat.
2. Pursuant to the Provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of Physical attendance of members has been dispensed with. accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of the EGM venue are not annexed to this notice.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
4. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the EGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the EGM, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at kvcr133@gmail.com with a copy marked to evoting@kfintech.com.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting on first-come first-served basis by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the M/s. KFin Technologies Private Limited (Kfintech) e-Voting website at www.evoting@kfintech.com. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.



6. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice will also be available on the Company's website www.suryalakshmi.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the M/s. KFin Technologies Private Limited (Kfintech) a service provider for voting through remote e-Voting, for participation in the forthcoming EGM through VC/OAVM facility and e-Voting during the EGM at <https://www.evoting@kfintech.com>

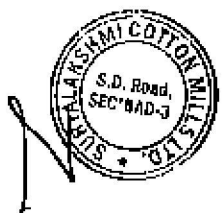
7. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are also annexed herewith.

- B. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
 - A. Instructions for attending the EGM:
 1. Members will be able to attend the EGM through VC / OAVM or view the live webcast of EGM at <https://ris.kfintech.com/vc/login2vc.aspx> by using their remote e-voting login credentials and selecting the 'Event' for Company's EGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.

 2. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and Members who may like to express their views or ask questions during the EGM may register themselves at <https://ris.kfintech.com/AGMVC> speaker registration. Facility of joining EGM will be closed on expiry of 15 minutes from the schedule time of the EGM. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the EGM.

 3. Facility of joining the EGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

 4. Members who need technical assistance before or during the EGM, can contact Kfintech at <https://ris.kfintech.com/agmqa/agmqa/login.aspx>.



B. Instructions for e-voting

1. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, 04th February, 2022 only shall be entitled to avail the facility of remote e-voting/e-voting at the EGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 9.00 A.M. (IST) on Saturday, 26th February, 2022 to 5.00 P.M. (IST) on Tuesday, 01st March, 2022. At the end of Remote e-voting period, the facility shall forthwith be blocked.
2. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
3. The Members present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
4. The procedure and instructions for e-voting are as follows:
 - a. Open your web browser during the remote e-voting period and navigate to "https://evoting.kfintech.com".
 - b. Enter the login credentials (i.e., user id and password) mentioned in the communication. You're Folio No. / DP ID No. / Client ID No. will be your User- ID. User - ID: For Members holding shares in Demat form For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID User - ID: For Members holding shares in Physical Form: - Event Number followed by Folio No. registered with the Company Password: Your unique password is sent via e-mail forwarded through the electronic notice Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for votings in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Kfintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

