



SURYALATA SPINNING MILLS LIMITED

(An ISO 9001 : 2008 Certified Company)

CIN-L18100TG1983PLC003962



SLSML/2014-15/677

08th August, 2014

BSE Limited
25TH Floor, P.J. Towers,
Dalal Street, Fort,
MUMBAI – 400 001.

Dear Sir/ Madam,

Ref : Scrip Code – 514138

Sub : Clause 35A of the Listing Agreement - Voting Results

SLNO	DESCRIPTION					
A	DATE OF AGM		06-08-2014			
B	BOOK CLOSURE DATE		31-07-2014 TO 06-08-2014 (BOTH DAYS INCLUSIVE)			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		3403			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		475			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	5	0	5	2402310	65.51159
	PUBLIC	374	94	468	66296	1.80791
	TOTAL	379	94		2468606	67.31950
E	No. of shareholders attended the meeting through Video conferencing : No video conferencing facility was made available.					

In accordance with Clause 35A of the Listing Agreement , this is to inform you that the Members of the Company at the 31st Annual General Meeting held on 06th August, 2014 transacted the business mentioned in the Notice of the 31st Annual General Meeting of the Company :

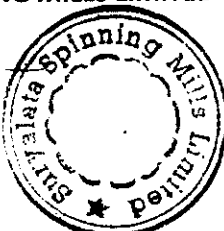
The details of each agenda items, mode of voting the report of Scrutinizer for E-voting, Form MGT-13 for poll, and the consolidated report (for e-voting & poll) are enclosed as annexures.

Thanking you,

Yours faithfully,

For **SURYALATA SPINNING MILLS LIMITED**

VITHALDAS AGARWAL
MANAGING DIRECTOR



SURYALATA SPINNING MILLS LIMITED

Description ID	Category	Shares Held (1)	Voted Polls (2)	% of Votes Polled on outstanding shares		No. of Votes - In Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes polled (6)		% of Votes against on votes polled (7)	
				(2)/(1)*100	(3)/(1)*100			(4)/(5)*100	(6)/(5)*100		
1	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
1	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
1	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
1	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
2	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
2	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
2	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
2	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
3	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
3	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
3	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
3	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
4	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
4	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
4	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
4	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
5	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
5	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
5	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
5	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
6	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
6	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
6	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
6	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
7	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
7	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
7	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
7	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
8	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
8	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
8	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
8	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
9	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
9	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
9	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
9	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
10	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
10	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
10	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
10	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
11	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
11	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
11	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
11	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
12	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
12	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
12	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
12	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
13	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
13	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
13	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
13	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
14	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
14	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
14	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
14	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	
15	Promoter and Promoter Group	2402310	2402310	100	100	2402310	0	100.00	0.00	0.00	
15	Public - Institutional holders	1086	0	0.00	0.00	0	0	0.00	0.00	0.00	
15	Public-Others	1265604	35457	2.806	2.806	35400	57	99.84	0.16	0.16	
15	Total	3667000	2437767	67.000	67.000	2437710	57	99.84	0.16	0.16	

SURYALATA SPINNING MILLS

(WITH)ALDAS AGA
MANAGING DIR



Scrutinizer's Report on E-voting
[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the
Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Suryalata Spinning Mills Limited
Surya Towers, 1st Floor, 105, S.P Road
Secunderabad-500003
Telangana.

Date: 01st August, 2013

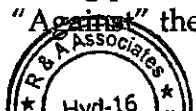
Dear Sir,

Subject:- Report on e-voting conducted in connection with the 31st Annual General Meeting of Suryalata Spinning Mills Limited scheduled to be held on Wednesday, 6th August, 2014 at 10.30 A.M.

I, R. Ramakrishna Gupta, Company Secretary in practice, Partner, R & A Associates, Company Secretaries, Flat # 101, Sathagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana, have been appointed by the Board of Directors of Suryalata Spinning Mills Limited ("the Company") as a scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 of the company for the various items of business proposed in the notice of the 31st Annual General Meeting (AGM) of the Company scheduled to be held on 06th August, 2014.

The notice dated 12th May, 2014 convening the 31st Annual General Meeting (AGM) of the company was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the company.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the 31st Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "Against" the resolutions and "invalid" votes, based on the reports generated from the



e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the company.

Further to the above, I submit my report as under:-

- (i) In accordance with the Notice of 31st Annual General Meeting sent to the shareholders, the voting through electronic means was started on 29th July, 2014 at 9.00 A.M and ended on 31st July, 2014 at 6.00 P.M.
- (ii) The equity shareholders holding shares as on cut-off date i.e., 4th July, 2014 were entitled to vote on the resolutions as stated in the notice of the 31st Annual General Meeting of the company.
- (iii) The votes were unblocked by at on 01st August, 2014 at 06.08 P.M in the presence of Mr. Deepesh Pipalwa (H. No. 3-1-441, beside Sangam Hotel, Sneha Kutir, Nimboliadda, Kachiguda, Hyderabad-500027) and Mr. Hansraj Singh (H. No. 14-10-1317, Opp. Mahankali Temple, Jali Hanuman Road, Puranapul, Hyderabad-500006) who are not the employees of the company, and who have signed below as witness to the unblocking of the votes.
- (iv) The e-voting results/list downloaded from the website of Karvy Computershare Private Limited (www.evoting.karvy.com) is being handed over to the chairman along with this report.
- (v) The results of the e-voting is as under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the audited statement of Profit and Loss Account for the financial year ended 31st March, 2014 and Balance Sheet as at that date together with the reports of Auditors and the Board of Directors.

- (i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

- (ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast

Nil	Nil	Nil
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(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 2: Ordinary Resolution

To declare dividend on Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2014.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 3 : Ordinary Resolution

To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2014.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 4 : Ordinary Resolution

To appoint a Director in place of Sri K. K. Sinha, (DIN 03383960) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 5 : Ordinary Resolution

To appoint M/s. Brahmayya & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the company to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

Continuation sheet

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 6: Special Resolution

Re-appointment of Sri Vithaldas Agarwal (DIN 00012774), as the Managing Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
4	2321180

Resolution No. 7 : Special Resolution**Alteration of Memorandum of Association of the company.**

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 8: Special Resolution**Alteration of Articles of Association of the company.**

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
NIL	NIL

Resolution No. 9 : Special Resolution

Further issue of share capital of the company on Private Placement basis.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 10: Ordinary Resolution

Appointment of Smt Madhavi Agarwal (DIN: 06866592) as Director of the company.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 11: Ordinary Resolution

Appointment of Sri K Lakshmikanth Reddy (DIN: 00016766), as the Independent Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 12: Ordinary Resolution

Appointment of Sri R Surender Reddy, (DIN: 00083972) as the Independent Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 13 : Ordinary Resolution

Appointment of Sri R S Agarwal (DIN 00012594), as the Independent Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

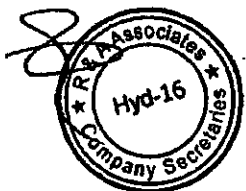
Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil



Resolution No. 14: Ordinary Resolution

Appointment of Sri K R Suresh Reddy (DIN : 00074879), as the Independent Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 15 : Special Resolution

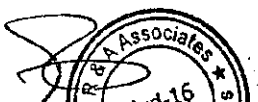
Sanction of borrowing limits upto Rs 200 Crores under section 180 (1) (c) of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
8	2402389	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



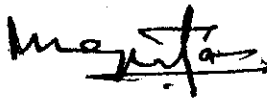
(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Thanking you,

Yours faithfully,

For R&A Associates
Companies Secretaries




R. Ramakrishna Gupta
Practicing Company Secretary
Membership No. FCS 5523
CP 6696

Place: Hyderabad

Date: 01st August, 2014

We the undersigned witnessed that the votes were unblocked from the e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) in our presence on 01st August, 2014 at 6.08 P.M at the office of the Scrutinizer.



Name and Address of the Witness

1. Deepesh Pipalwa
H. No. 3-1-44I, beside Sangam Hotel,
Sneha Kutir, Nimboliadda, kachiguda
Hyderabad-500027



Name and Address of the Witness

2. Hansraj Singh
H. No. 14-10-1317, Opp. Mahankali
Temple, Jali Hanuman Road, Puranapul,
Hyderabad-500006

FORM No. MGT - 13

REPORT OF SCRUTINIZER

(Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To
Sri R.S. Agarwal
The Chairman for the 31st Annual General Meeting,
Suryalata Spinning Mills Limited
Hyderabad.

Sub: - 31st Annual General Meeting (AGM) of the Equity Shareholders of Suryalata Spinning Mills Limited held on Wednesday, 06th August, 2014 at 10:30 A.M. at Kamat Lingapur Hotel 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana.

Dear Sir,

I, R. Ramakrishna Gupta, Practising Company Secretary, Partner, R&A Associates, Company Secretaries, Flat # 101, Saphthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad-500016, Telangana appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 31st AGM of the Equity Shareholders of the Company held on Wednesday, 06th August, 2014 at 10:30 A.M. at Kamat Lingapur Hotel 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company, M/s Karvy Computershare Private Limited, Hyderabad and the authorizations/proxies lodged with the Company.

3. The poll papers five (5) no's, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the audited statement of Profit and Loss Account for the financial year ended 31st March, 2014 and Balance Sheet as at that date together with the reports of Auditors and the Board of Directors.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35321	97.11

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.89

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	991

Resolution No. 2: Ordinary Resolution

To declare dividend on Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2014.



(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35321	97.12

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.88

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	991

Resolution No. 3: Ordinary Resolution

To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2014.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35410	97.36



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.64

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	902

Resolution No. 4: Ordinary Resolution

To appoint a Director in place of Sri K. K. Sinha, (DIN 03383960) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the Resolution:

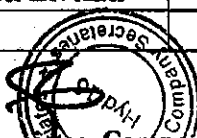
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35321	97.12

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.88

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	991



Resolution No. 5: Ordinary Resolution

To appoint M/s. Brahmayya & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the company to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35407	97.35

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.65

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	905

Resolution No. 6: Special Resolution

Re-appointment of Sri Vithaldas Agarwal, (DIN 00012774) as the Managing Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35410	97.36

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.64

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	902

Resolution No. 7: Special Resolution

Alteration of Memorandum of Association of the company.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35321	97.12

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.88

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	991

Resolution No. 8: Special Resolution

Alteration of Articles of Association of the company.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	35320	97.12

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.88

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
4	992

Resolution No. 9: Special Resolution

Further issue of share capital of the company on Private Placement basis.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35321	97.12

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

person or by proxy)		
6	57	2.88

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	991

Resolution No. 10: Ordinary Resolution

Appointment of Smt Madhavi Agarwal (DIN 06866592) as Director of the company.

(i) **Voted in favour of the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35411	97.36

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.64

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	901

Resolution No. 11: Ordinary Resolution

Appointment of Sri K Lakshmi Kanth Reddy, (00016766) as the Independent Director of the company for a period of 5 years.



(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35411	97.36

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.645

(iii) Invalid Votes:

6

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	901

Resolution No. 12 : Ordinary Resolution

Appointment of Sri R Surender Reddy, (DIN 00083972) as the Independent Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35411	97.36

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.64

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	901

Resolution No. 13: Ordinary Resolution

Appointment of Sri R S Agarwal, (DIN 00012594) as the Independent Director of the company for a period of 5 years.

(i) **Voted in favour of the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35410	97.36

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.64

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	902



Resolution No. 14: Ordinary Resolution

Appointment of Sri K R Suresh Reddy, (DIN 00074879) as the Independent Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	35410	97.36

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	57	2.64

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	902

Resolution No. 15: Special Resolution

Sanction of borrowing limits upto Rs 200 Crores under section 180 (1) (c) of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	35316	97.10

(ii) Voted against the resolution:

Number of members	Number of votes cast by	% of total number of valid
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present and voting (in person or by proxy)	them	votes cast
6	57	2.9

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
5	996

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstain from voting for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Meeting for safe keeping.

Thanking you,

Yours Faithfully,

For R & A Associates
Company Secretaries




R. Ramakrishna Gupta
Partner
Membership No. FCS 5523
CP 6696

Place: Hyderabad
Date: 07th August, 2014

To
Sri R. S. Agarwal,
The Chairman for the 31st Annual General Meeting,
Suryalata Spinning Mills Limited (The Company)

The 31st Annual General Meeting of the Members of the Company held on 06th August, 2014 at 10.30 A.M. at Kamat Lingapur Hotel, 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana.

Dear Sir,

1. I R. Ramakrishna Gupta, practicing Company Secretary, partner , R & A Associates, Company Secretaries, Hyderabad have been appointed by
 - The Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management And Administration) Rules, 2014 (Rules); and
 - The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Act read with Rule 21 of Rules, on the resolutions contained in the notice of the 31st Annual General Meeting (AGM) of the Members of the Company, held on 06th day of August, 2014 at Kamat Lingapur Hotel, 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the 31st Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the company to provide the facilities relating to e-voting and conducting poll at AGM.
3. I have issued separate Scrutinizers Report on the e-voting dated 01st August, 2014 and on the poll dated 07th August, 2014 on the resolutions contained in the

Notice of the AGM. As requested by the Management, I hereby submit herewith my combined report on the results of e-voting together with that of poll as under:

S.No	Type of Resolution	Item No.	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
1.	Ordinary	To receive, consider and adopt the audited statement of Profit and Loss Account for the financial year ended 31st March, 2014 and Balance Sheet as at that date together with reports of Auditors and the Board of Directors.	2437710	99.95	57	0.0023
2.	Ordinary	To declare dividend on Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2014.	2437710	99.95	57	0.0023
3.	Ordinary	To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2014.	2437799	99.96	57	0.0023
4.	Ordinary	To appoint a Director in place of Sri K. K. Sinha, (DIN 03383960) who retires by rotation and being eligible, offers himself for re-appointment.	2437710	99.95	57	0.0023
5.	Ordinary	Appointment of Auditors	2437796	99.96	57	0.0023
6.	Special	Re-appointment of Sri Vithaldas Agarwal, Managing Director (DIN 00012774) of the company for a period of 5 years.	116619	99.18	57	0.0484
7.	Special	Alteration of Memorandum of Association of the company.	2437710	99.95	57	0.0023
8.	Special	Alteration of Articles of Association of the company.	2437709	99.95	57	0.0023



9.	Special	Further issue of share capital of the company on Private Placement basis	2437710	99.96	57	0.0023
10.	Ordinary	Appointment of Smt Madhavi Agarwal (DIN: 06866592) as Director of the company.	2437800	99.96	57	0.0023
11.	Ordinary	Appointment of Sri K Lakshmikanth Reddy, (DIN 00016766) as the Independent Director of the company for a period of 5 years.	2437800	99.96	57	0.0023
12.	Ordinary	Appointment of Sri R Surender Reddy, (DIN 00083972) as the Independent Director of the company for a period of 5 years.	2437800	99.96	57	0.0023
13.	Ordinary	Appointment of Sri R S Agarwal, (DIN 00012594) as the Independent Director of the company for a period of 5 years.	2437799	99.96	57	0.0023
14.	Ordinary	Appointment of Sri K R Suresh Reddy, (DIN 00074879) as the Independent Director of the company for a period of 5 years.	2437799	99.96	57	0.0023
15.	Special	Sanction of borrowing limits upto Rs 200 Crores under section 180 (1) (c) of the Companies Act, 2013.	2437705	99.96	57	0.0023

Thanking you,
 Yours Faithfully,



For R & A Associates
 Company Secretaries

[Handwritten Signature]

R. Ramakrishna Gupta
 Partner

Membership No. FCS 5523
 # CP 6696

Place: Hyderabad
 Date: 07th August, 2014