



SURYALATA SPINNING MILLS LIMITED

(An ISO 9001 : 2008 Certified Company)

CIN-L18100TG1983PLC003962



Gist of the Proceedings of the 31st Annual General Meeting of Suryalata Spinning Mills Limited held on Wednesday, 06th August, 2014.

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

Sri R. Surender Reddy, Chairman of the Company was not available in the country due to his pre-occupation and could not attend the Meeting. The Directors present elected Sri R.S. Agarwal, Independent Director to chair the Meeting.

Total 475 Members (in persons & through proxies) attended the Meeting as per the records of the attendance.

The chairman gave an overview of the Financial performance of the company for the Financial Year ended 31st March, 2014 and its future outlook.

The chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the company had extended the e-voting facility to the Members of the company in respect of businesses to be transacted at the Annual General Meeting. The said e-voting commenced at 09.00 A.M. on 29th July, 2014 and ended on 06.00 P.M. 31st July, 2014. Sri R. Ramakrishna Gupta, Practising Company Secretary, partner at R & A Associates, Company Secretaries, Hyderabad was appointed as the scrutinizer by the Board for scrutinizing the e-voting process in fair & transparent manner.

The chairman informed the Members that the company has arranged for a poll on all the 15 resolutions to be passed at the Meeting. On the invitation by chairman, Members of the company raised queries on the company accounts & businesses, which were replied by the chairman to their satisfaction.

Thereafter, the chairman ordered for poll to be taken at the Meeting and appointed Sri. R. Ramakrishna Gupta, practicing company secretary as the scrutinizer for the poll process and requested him for an orderly conduct of the voting. The chairman announced that the combined result of e-voting and poll will be put on company's website within the prescribed time.

The resolutions passed by the Members, briefly related to :

Ordinary Business :

1. Receive, consider & 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. (ordinary resolution)
2. Declare dividend on Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2014. (ordinary resolution)

R. Agarwal





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3. Declare dividend on Equity Shares of the Company for the financial year ended 31st March 2014. (ordinary resolution)
4. Appoint a Director in place of Sri K. K. Sinha, (DIN 03383960) who retires by rotation and being eligible, offers himself for re-appointment. (ordinary resolution)
5. Appointment of Auditors. (ordinary resolution)

Special Business :

6. Re-appointment of Sri Vithaldas Agarwal, Managing Director of the company for a period of 5 years. (Special resolution)
7. Alteration of Memorandum of Association of the company. (Special resolution)
8. Alteration of Articles of Association of the company. (Special resolution)
9. Further issue of share capital of the company on Private Placement basis. (Special resolution)
10. Appointment of Smt Madhavi Agarwal as Director of the company. (ordinary resolution)
11. Appointment of Sri K Lakshmikanth Reddy, as the Independent Director of the company for a period of 5 years. (ordinary resolution)
12. Appointment of Sri R Surender Reddy, as the Independent Director of the company for a period of 5 years. ordinary resolution)
13. Appointment of Sri R S Agarwal, as the Independent Director of the company for a period of 5 years. ordinary resolution)
14. Appointment of Sri K R Suresh Reddy, as the Independent Director of the company for a period of 5 years. ordinary resolution)
15. Sanction of borrowing limits upto Rs 200 Crores under section 180 (1) (c) of the Companies Act, 2013. (Special resolution)

The poll results were notified to the stock exchanges in the format specified under clause 35 A of the Listing Agreement and the details of the said results were also uploaded on the company's website within the time prescribed.

FOR SURYALATA SPINNING MILLS LIMITED


R.S. AGARWAL
CHAIRMAN
DIN : 00012594



Form No. MGT 15

Report on Annual General Meeting

Pursuant to section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies (Management and Administration) Rules, 2014

1. CIN: L18100TG1983PLC003962
2. (a) Name of the company : Suryalata Spinning Mills Limited
(b) Registered office address: : 1st Floor, Surya towers, 105, S.P Road, Secunderabad, Telangana
(c) E-mail id : cs@suryalata.com

3. Details of the meeting:

- (i) Day, date, hour of the annual general meeting:

Day	Date	Hour
Wednesday	06 th August, 2014	10:30 A.M

- (ii) Venue of the annual general meeting: Kamat Lingapur Hotel, 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad-500016

- (iii) Whether chairman of the meeting appointed: Sri R. Surender Reddy, Chairman of the Company, could not attend the Meeting due to his pre-occupation. The Directors present elected Sri R S Agarwal, Independent Director to chair the meeting.

- (iv) Number of members attending the meeting: 475 (in person & through proxies)

- (v) Whether the requisite quorum is present: Yes

- (vi) Business transacted at the meeting and result thereof:

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

R.S. Agarwal



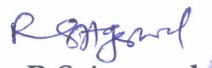
2.	Ordinary	To declare dividend on Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2014.	2437710	99.95	57	0.0023
3.	Ordinary	To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2014.	2437799	99.96	57	0.0023
4.	Ordinary	To appoint 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

R. S. Aggarwal



- (vii) Particulars with respect to any adjournment of meeting and change in venue: Not Applicable
- (viii) Particulars with respect of postponement of meeting and change in venue: Not Applicable
- (ix) Any other points relevant for inclusion in the Report: Nil
4. Fair summary of proceedings of the meeting: Attached
5. Confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the rules and secretarial standards made there under.
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For Suryalata Spinning Mills Limited


R S Agarwal
(Chairman)
DIN: 00012594

