



SVSM/RO/SEC/2015-16

1<sup>st</sup> October, 2015

To  
The Department of Corporate Services,  
BSE Limited,  
P J Towers, Dalal Street,  
Mumbai-400 001

Dear Sir,

**Sub: Clause 35A of listing agreement – Details of voting results at 36<sup>th</sup> Annual General Meeting of the Company  
Scrip Code: 514140**

Pursuant to clause 35A of listing agreement, we are herewith submitting the details of voting results at the 36<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 29<sup>th</sup> September, 2015 at 10.00 a.m. at Gayatri Gardens, Survey No. 26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500003 in the prescribed format.

Further, we are also enclosing the Consolidated Scrutinizer's report on e-voting, physical ballot forms and poll at the AGM.

The above are also uploaded on the website of the Company.

We request you to take the above on record and acknowledge the receipt of the same.

Thanking you

Yours faithfully  
**For Suryavanshi Spinning Mills Limited**

A handwritten signature in black ink, appearing to read 'R.K. Agarwal', with a small arrow pointing to the right.

R.K. Agarwal  
Managing Director

Encl: as above

**A Govt. Recognised Export House,**

Regd. Office : Surya Towers, 6th Floor, 105, Sardar Patel Road, Secunderabad - 500 003. Telangana State,  
India, Ph. +91-40-30512700, Fax : 91-40-27815135/30512725/30512799,

Email : info@suryavanshi.com, Website : www.suryavanshi.com, CIN : L14220TG1978PLC002390

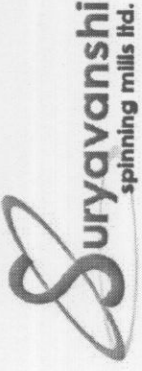
DETAILS OF VOTING RESULTS

Sl. No.	Particulars	Details
1	Date of the AGM/EGM	29 <sup>th</sup> September, 2015
2	Total number of shareholders as on record date	6750
3	No. of shareholders present in the meeting either in person or through proxy:	60
	Promoters and Promoter group:	5
	Public:	55
4	No. of shareholders attended the meeting through video conferencing:	
	Promoters and Promoter group:	NIL
	Public:	NIL

AGENDA-WISE

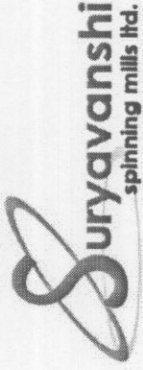
Item no.	Agenda	Resolution required (Ordinary/Special)	Mode of voting (Show hands/Poll/Postal ballot/E-voting)	Remarks
1	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2015 and the Reports of the Directors and Auditors thereon	Ordinary	E-voting, physical ballot and poll at the meeting	Passed with requisite majority
2	To appoint a director in place of Sri Badrinarayan Agarwal (DIN 00042123), who retires by rotation and, being eligible offers himself for reappointment	Ordinary	E-voting, physical ballot and poll at the meeting	Passed with requisite majority
3	To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting	Ordinary	E-voting, physical ballot and poll at the meeting	Passed with requisite majority





4	To appoint Smt Sushma Gupta (DIN: 07147330) as Independent Director for a period of 5 years	Ordinary	E-voting, physical ballot and poll at the meeting	Passed with requisite majority
5	To maintain register of members and related books at a place other than the registered office of the Company	Special	E-voting, physical ballot and poll at the meeting	Passed with requisite majority
6	To create mortgage and charge over Company's movable and immovable properties in favor of Banks and Institutions.	Special	E-voting, physical ballot and poll at the meeting	Passed with requisite majority
7	To ratify the remuneration of cost auditor for FY 2015-16	Ordinary	E-voting, physical ballot and poll at the meeting	Passed with requisite majority





Details for reporting as per clause 35A of listing agreement based on e-voting, physical ballot forms and poll at the meeting

Res oluti on No.	Category	Total no. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=(2)/(1)* 100	No of votes - in favor (4)	No. of votes - against (5)	% of votes in favor on votes polled (6)=(4)/(2)* 100	% of votes against on votes polled (7)=(5)/(2)* 100
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2015 and the Reports of the Directors and Auditors thereon.							
	Promoter & Promoter group	2850500	2850500	100.00	2850500	0	100.00	0
	Public – Institutional shareholders	683	0	0	0	0	0	0
	Public – Others	2057393	531136	25.82	530124	1012	99.81	0.19
	Total	4908576	3381636	68.89	3380624	1012	99.97	0.03
	Result: On the basis of above results, the Chairman declared that the ordinary resolution as set out at Item no. 1 of the Notice of 36 <sup>th</sup> AGM has been duly passed by the members with requisite majority							

2.	To appoint a director in place of Sri Badrinarayan Agarwal (DIN: 00042123), who retires by rotation and, being eligible offers himself for reappointment.							
	Promoter & Promoter group	2850500	0	0	0	0	0	0
	Public – Institutional shareholders	683	0	0	0	0	0	0
	Public – Others	2057393	531136	25.82	530124	1012	99.81	0.19
	Total	4908576	531136	25.82	530124	1012	99.81	0.19
	Result: On the basis of above results, the Chairman declared that the ordinary resolution as set out at Item no. 2 of the Notice of 36 <sup>th</sup> AGM has been duly passed by the members with requisite majority							



Res oluti on No.	Category	Total no. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = (2)/(1)* 100	No of votes - in favor (4)	No. of votes - against (5)	% of votes in favor on votes polled (6) = (4)/(2)* 100	% of votes against on votes polled (7) = (5)/(2)* 100
3.	To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration							
	Promoter & Promoter group	2850500	2850500	100	2850500	0	100.00	0
	Public – Institutional shareholders	683	0	0	0	0	0	0
	Public – Others	2057393	531136	25.82	530124	1012	99.81	0.19
	Total	4908576	3381636	68.89	3380624	1012	99.97	0.03
	Result: On the basis of above results, the Chairman declared that the ordinary resolution as set out at Item no. 3 of the Notice of 36 <sup>th</sup> AGM has been duly passed by the members with requisite majority							

4.	To Appoint Smt Sushma Gupta (DIN: 07147330) as an Independent Director for a period of 5 years							
	Promoter & Promoter group	2850500	2850500	100	2850500	0	100.00	0
	Public – Institutional shareholders	683	0	0	0	0	0	0
	Public – Others	2057393	531136	25.82	530124	1012	99.81	0.19
	Total	4908576	3381636	68.89	3380624	1012	99.97	0.03
	Result: On the basis of above results, the Chairman declared that the ordinary resolution as set out at Item no. 4 of the Notice of 36 <sup>th</sup> AGM has been duly passed by the members with requisite majority							



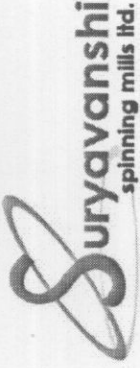
Res oluti on No.	Category	Total no. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = (2)/(1)* 100	No of votes - in favor (4)	No. of votes - against (5)	% of votes in favor on votes polled (6) = (4)/(2)* 100	% of votes against on votes polled (7) = (5)/(2)* 100
<b>5.</b>	To maintain register of members and related books at a place other than the registered office of the Company							
	Promoter & Promoter group	2850500	2850500	100	2850500	0	100.00	0
	Public – Institutional shareholders	683	0	0	0	0	0	0
	Public – Others	2057393	531136	25.82	530124	1012	99.81	0.19
	Total	4908576	3381636	68.89	3380624	1012	99.97	0.03

Result: On the basis of above results, the Chairman declared that the special resolution as set out at Item no. 5 of the Notice of 36<sup>th</sup> AGM has been duly passed by the members with requisite majority

<b>6.</b>	To create mortgage and charge over Company's movable and immovable properties in favor of Banks and Institutions.							
	Promoter & Promoter group	2850500	2850500	100	2850500	0	100.00	0
	Public – Institutional shareholders	683	0	0	0	0	0	0
	Public – Others	2057393	531136	25.82	530124	1012	99.81	0.19
	Total	4908576	3381636	68.89	3380624	1012	99.97	0.03

Result: On the basis of above results, the Chairman declared that the special resolution as set out at Item no. 6 of the Notice of 36<sup>th</sup> AGM has been duly passed by the members with requisite majority





Res oluti on No.	Category	Total no. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = (2)/(1)* 100	No of votes - in favor (4)	No. of votes - against (5)	% of votes in favor on votes polled (6) = (4)/(2)* 100	% of votes against on votes polled (7) = (5)/(2)* 100
7.	To ratify the remuneration of cost auditor for FY 2015-16							
	Promoter & Promoter group	2850500	2850500	100	2850500	0	100.00	0
	Public – Institutional shareholders	683	0	0	0	0	0	0
	Public – Others	2057393	531136	25.82	530124	1012	99.81	0.19
	Total	4908576	3381636	68.89	3380624	1012	99.97	0.03
	Result: On the basis of above results, the Chairman declared that the ordinary resolution as set out at Item no. 7 of the Notice of 36 <sup>th</sup> AGM has been duly passed by the members with requisite majority							

For Suryavanshi Spinning Mills Limited

*R.K. Agarwal*  
**Rajender Kumar Agarwal**  
 Managing Director

## Report of Scrutinizer(s)

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended)

To  
The Chairman  
Suryavanshi Spinning Mills Limited  
6<sup>th</sup> Floor, Surya Towers,  
105, S.P.Road, Secunderabad – 500003

Dear Sir

**Sub:** Consolidated Scrutinizer's Report on remote e-voting/Physical Ballot/Polling Paper conducted to transact the items as set out in the notice of 36<sup>th</sup> Annual General Meeting of Suryavanshi Spinning Mills Limited ("Company") held on **Tuesday, 29<sup>th</sup> September, 2015 at 10.00 A.M.**

I, Rashida Adenwala, Practicing Company Secretary (FCS: 4020, CP No. 2224), Partner of M/s R&A Associates, Company Secretaries, Hyderabad had been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to provisions of Section 108 of the Companies Act, 2013 ("*the Act*") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process and to scrutinize the Physical Ballot forms received from the shareholders in respect of the below mentioned resolutions proposed to be passed at the 36<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 29<sup>th</sup> September, 2015 at 10.00 A.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on 29<sup>th</sup> September, 2015.

I, hereby report that:

The Notice dated May 16, 2015, along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders of the Company in respect of the below mentioned resolutions passed at 36<sup>th</sup> Annual General Meeting of the Company.

The shareholders of the Company holding shares as on cut-off date i.e., 22<sup>nd</sup> September, 2015, were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.



**R&A Associates, Company Secretaries**

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Phone: +91 (40) 4003 2244 (4 lines) Email : [info@rna-cs.com](mailto:info@rna-cs.com) Website : <http://www.rna-cs.com>

Branch : Delhi & Gurgaon, # 1304, Tower No. 5, The Palms, South City - I, Sector 30, Gurgaon - 122 001, India. Email : [vaishali@rna-cs.com](mailto:vaishali@rna-cs.com)



The Company had availed the services offered by M/s. Karvy Computer Share Private Limited ("Karvy") for providing facility of remote e-voting to the Shareholders of the Company. The Company has also provided facility of voting by use of Physical Ballot to the members who do not have access to remote e-voting facility. The necessary Ballot Forms were dispatched to all the shareholders of the Company along with the Annual Report. The Company had fixed Monday, 05.00 P.M. of 28<sup>th</sup> September, 2015 as the last date of receipt of Physical Ballot Forms. Remote e-voting platform commenced on Saturday, 26th September, 2015 at 09.00 A.M and closed on Monday, 28th September, 2015 at 05.00 P.M and e-voting platform was blocked thereafter.

The votes casted under remote e-voting facility were unblocked in the presence of two witnesses, Ms. Nikitha Sarda & Ms. Kishwar Fatima, who are not in the employment of the Company and after the conclusion of the Annual General Meeting the votes casted thereunder were counted.

Further, the Company had also provided voting facility by way of Polling Paper to the shareholders present at the Annual General Meeting and who had not casted their vote earlier either through remote e-voting facility or by physical ballot.

After the closure of the voting at the Annual General Meeting, the report on voting done at the Meeting was generated in my presence and the voting was diligently scrutinized.

I have scrutinized and reviewed the data pertaining to remote e-voting downloaded from the Karvy e-voting platform and the Polling Papers received during the Annual General Meeting of the Company. No physical ballot forms were received from any shareholder till the due date i.e 28<sup>th</sup> September, 2015.

The Polling Papers which were incomplete and which were otherwise found defective have been treated as invalid.

I now submit here below the consolidated Report on the basis of the results of the remote e-voting and voting at the meeting in respect of the resolutions as set out in the Notice of 36<sup>th</sup> Annual General Meeting of the Company:

**Resolution No.1: Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, together with the Reports of Directors and the Auditors thereon:



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

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
25	33,80,624	99.97

## (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
1	1,012	0.03

## (iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes casted by them
0	0

**Resolution No.2: Ordinary Resolution:**

To appoint a Director in place of Sri Badrinarayan Agarwal (DIN: 00042123), who retires by rotation and, being eligible offers himself for reappointment:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
20	530124	99.81

## (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
1	1,012	0.19



## (iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes casted by them
5	28,50,500

**Resolution No.3: Ordinary Resolution:**

To appoint M/s Brahmayya & Co. (FRN: 000513S) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
25	33,80,624	99.97

## (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
1	1,012	0.03

## (iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes casted by them
0	0

**Resolution No.4: Ordinary Resolution:**

To appoint Smt Sushma Gupta (Din: 07147330) as an Independent Director for a period of 5 years w.e.f. 29.09.2015 not liable to retire by rotation:




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

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
25	33,80,624	99.97

## (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
1	1,012	0.03

## (iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes casted by them
0	0

**Resolution No.5: Special Resolution:**

To maintain register of members and related books at a place other than the registered office of the Company i.e., at M/s. Karvy Computershare Private Limited's office at Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
25	33,80,624	99.97

## (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
1	1,012	0.03



## (iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes casted by them
0	0

**Resolution No.6: Special Resolution:**

To approve creation of mortgage and charge over Company's movable and immovable properties in favor of Banks and Institutions:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
25	33,80,624	99.97

## (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
1	1,012	0.03

## (iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes casted by them
0	0

**Resolution No.7: Ordinary Resolution:**

To ratify the remuneration of M/s Aruna Prasad & Co., Cost Auditor for FY 2015-16:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
25	33,80,624	99.97



(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes casted
1	1,012	0.03

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes casted by them
0	0

Thanking you

Yours faithfully

*Rashida Adenwala*  
**Rashida Adenwala**  
 Partner  
 R & A Associates  
 FCS No. 4020



Place: Hyderabad

Date: 1<sup>st</sup> October, 2015