



SURYALATA SPINNING MILLS LIMITED

(An ISO 9001 : 2008 Certified Company)

CIN-L18100TG1983PLC003962



To
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400001

Date : 24th September, 2015

Dear Sir(s),

Sub : Clause 35A of Listing Agreement - Details of Voting Results of 32nd Annual General Meeting of the Company.

Pursuant to Clause 35A of Listing Agreement, we are herewith submitting the details regarding voting results of the business transacted at the 32nd Annual General Meeting of the Company held on Monday, 21st Day of September, 2015 at 10.30 A.M at Kamat Lingapur Hotel, Chikoti Gardens, Hyderabad - 500016, in the prescribed format showing the results of the voting.

Resolution wise voting results as required under Clause 35A of Listing Agreement is enclosed as Annexure - 1

Further, we are also enclosing the consolidated report of Scrutinizer on e- voting, Polling Papers as Annexure -II

The said results are also hosted on the website of the Company www.suryalata.com.

Further please note the disclosure of results as per the format of clause 35A of the listing agreement is not applicable to the company. The company is following the same for better compliance.

We hereby request to note the above and acknowledge the receipt of this disclosure.

Thanking You,

Yours Faithfully

For SURYALATA SPINNING MILLS LIMITED

Prameela Rani M
Prameela Rani M

Company Secretary

Encl : As above





SURYALATA SPINNING MILLS LIMITED

(An ISO 9001 : 2008 Certified Company)

CIN-L18100TG1983PLC003962



Voting Results as per clause 35A of Listing Agreement

Date of AGM	21 st September, 2015	
Total Number of Share Holders as Record date - Cut- off date for e-voting : 14 th September, 2015	3643	
No. of Share Holders Present in the meeting either in person or through proxy: 462	Present in Person	Present Through Proxy
- Promoters and Promoter Group	3	1
- Public	384	74
TOTAL	387	75
No. of Share Holders Present in the meeting either in person or through proxy <i>through video-conference</i> - Promoters and Promoter Group - Public	NIL	

Agenda Wise

Resolution No	Details of Agenda	Votes in favour	Votes against	Total cast Votes
MODE OF VOTING : REMOTE E-VOTING & POLLING PAPER				
Ordinary Resolution				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2015, together with the reports of the Board of Directors and the Auditors thereon	2923402	0	2923402
2	To declare dividend on Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2015.	2923402	0	2923402
3	To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2015.	2923402	0	2923402

4	To appoint a director in place of Sri Mahender Kumar Agarwal, (DIN: 00012807) Joint Managing Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.	2923402	0	2923402
5	Appointment of Statutory Auditors.	2923402	0	2923402
6	Ratify the appointment of Smt. Madhavi Agarwal, Whole-Time Director of the Company	2923402	0	2923402
7	Re-appointment Sri Mahender Kumar Agarwal, Joint Managing Director of the Company for a period of 5 years.	2923402	0	2923402
Special Resolution				
8	Further issue of Preference Shares of the Company on Private Placement basis	2923402	0	2923402
9	Alteration of Articles of Association	2923402	0	2923402
Ordinary Resolution				
10	Ratify the Remuneration of Cost Auditor	2923402	0	2923402
Special Resolution				
11	Change in Address of Registrar & Transfer Agents	2923402	0	2923402



Report of Scrutinizer(s)

(Pursuant to section 108 of the Companies Act, 2013 & Rule 20 of Companies (Management and Administration) Rules, 2014 as amended)

To
The Chairman,
Suryalata Spinning Mills Limited,
Surya Towers, I Floor 105,
Sardar Patel Road,
Secunderabad - 500003

Date: 23rd September, 2015

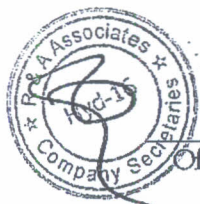
Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/Polling Paper/Postal Ballot conducted to transact the items as set out in the notice of 32nd Annual General Meeting of Suryalata Spinning Mills Limited ("Company") held on Monday, 21st September, 2015 at 10.30 A.M.

I, Racharla Ramakrishna Gupta, Practicing Company Secretary (FCS : 6696), Partner at M/s. R&A Associates, Company Secretaries, Hyderabad had been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to 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 Polling Papers/Postal Ballot forms received from the shareholders in respect of the below mentioned resolutions proposed to be passed at the 32nd Annual General Meeting of the Company held on Monday, 21st September, 2015.

I, hereby report that;

- The Company has completed the dispatch of Notice(s) dated 12th August, 2015, along with statement setting out material facts under Section 102 of the Act to the Shareholders of the Company
- The shareholders of the Company holding shares as on cut-off date, 14th September, 2015, were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- The Company had availed the services offered by 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 Postal Ballot to the members who do not have access to remote



Office No. T 202, Technopolis, 1-10-74/B, Above Ratnadeep Super Market, Chikoti Gardens, Begumpet, Hyderabad - 500 016, Telangana.

e-voting facility. The Company has fixed Saturday, 05.00 P.M, of 19th September, 2015 as the last date of receipt of Postal Ballot Forms and the necessary Postal Ballot Forms were also dispatched to all the shareholders of the Company along with the Annual Report.

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

- Remote e-voting platform commenced on Friday, 18th September, 2015 at 09.00 A.M and closed on Sunday, 20th September, 2015 at 05.00 P.M and e-voting platform was blocked thereafter.
- The votes cast under remote e-voting facility were unblocked in the presence of two witnesses, Mr. Deepesh Pipalwa & Mr. Noor E Mohammad Shaik, who are not in the employment of the Company and after the conclusion of the Annual General Meeting the votes cast thereunder were counted.
- 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 system and the Polling Papers/Postal Ballot forms received during the Annual General Meeting of the Company.

The Polling Papers which were incomplete and which were otherwise found defective have been treated as invalid. Further some of the shareholders have also dropped Postal Ballot forms on the date of Annual General Meeting in the polling box were considered invalid as the same were received after the due date.

- I now submit the consolidated Report as under 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 32nd Notice of Annual General Meeting of the Company:



Total Number of Share Holders as on record date:	3643	
No. of Share Holders present in the meeting either in person or through proxy: 462	Present in Person	Present Through Proxy
- Promoters and Promoter Group	3	1
- Public	384	74
TOTAL	387	75
Votes casted through e-voting	2921217	
No. of Members casted votes through Polling Paper	14	
Votes casted through Polling Paper	2185	
Total Number of Members whose votes were declared invalid	09	
Total No. of Invalid Votes by them	22	

Resolution No. 1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the reports of the Board of Directors and the Auditors thereon:

(i) Voted in favour of the Resolution:

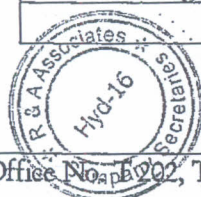
Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
21	2923402	100

(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22



Resolution No. 2 : Ordinary Resolution

To declare dividend on Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2015 :

(i) Voted in favour of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100

(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22

Resolution No. 3: Ordinary Resolution

To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2015:

(i) Voted in favour of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100



(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22

Resolution No. 4 : Ordinary Resolution

To appoint a director in place of Sri Mahender Kumar Agarwal, (DIN: 00012807) Joint Managing Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.:

(i) Voted in favour of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100

(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22



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 voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100

(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22

Resolution No. 6: Ordinary Resolution

Ratify the appointment of Smt. Madhavi Agarwal, Whole-Time Director of the Company:

(i) Voted in favour of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100



(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22

Resolution No. 7 : Ordinary Resolution

Re-appointment Sri Mahender Kumar Agarwal, Joint Managing Director of the Company for a further period of 5 years:

(i) Voted in favour of the Resolution:

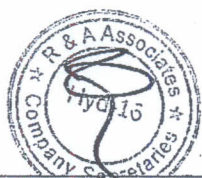
Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100

(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22



Resolution No. 8: Special Resolution

Further issue of Preference Shares of the Company on Private Placement basis :

(i) Voted in favour of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100

(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22

Resolution No. 9 : Special Resolution

Alteration of Articles of Association :

(i) Voted in favour of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100

(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) **Invalid Votes:**

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22

Resolution No. 10: Ordinary Resolution

Ratify the Remuneration of Cost Auditor :

(i) Voted in favour of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100

(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid Votes:**

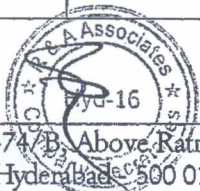
Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22

Resolution No. 11: Special Resolution:

Change in Address of Registrar & Transfer Agents:

(i) Voted in favour of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
21	2923402	100



(ii) Voted against the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through remote e-voting, Postal Ballot & Polling Paper	Number of votes cast by them
09	22

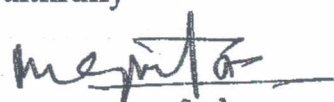
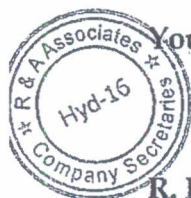
RESULT:

As no votes were cast against the resolution, we report that the Resolution No's 1-11 as set out in the notice of 32nd Annual General Meeting of the Company have been passed unanimously.

The electronic data relating to remote e-voting, Polling Papers, Postal Ballot papers received and all other relevant documents are safe under my custody and will be handed over to the Chairman of the Company for preserving safely after the chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You

Yours Faithfully



R. RAMAKRISHNA GUPTA
R&A Associates,
Company Secretaries
FCS No: 6696

Place : Hyderabad

Date : 23-09-2015



SURYALATA SPINNING MILLS LIMITED

(An ISO 9001 : 2008 Certified Company)

CIN-L18100TG1983PLC003962



SLSML/2015-16/818

24th September, 2015

Department of Corporate Services
Bombay Stock Exchange Limited
P.J.Towers, Dalal Street
Mumbai - 400 001.

Dear Sir,

Sub: Proceedings / Outcome of 32nd AGM

Ref: Clause 35 A of the Listing Agreement , Scrip Code: 5 1 4 1 3 8

With reference to the above, please find herewith attached proceedings of 32nd Annual General Meeting of the Company held on 21st September, 2015 at 10.30 A.M., at kamat Lingapur Hotel, Chikoti Gardens, Begumpet, Hyderabad - 500 016.

This is for your information and necessary record.

Thanking you,

Yours faithfully,

For **SURYALATA SPINNING MILLS LIMITED**


PRAMEELA RANI M
COMPANY SECRETARY





SURYALATA SPINNING MILLS LIMITED

(An ISO 9001 : 2008 Certified Company)

CIN-L18100TG1983PLC003962



Gist of the Proceedings of the 32nd Annual General Meeting of Suryalata Spinning Mills Limited held on Monday, 21st September, 2015.

The 32nd Annual General Meeting of the Members of the Company was held on 21st September, 2015 at 10.30 a.m., at Kamat Lingapur Hotel, Chikoti Gardens, Begumpet, Hyderabad – 500 016.

Smt. Prameela Rani M, Company Secretary extended warm welcome to the share holders and invited the Members of the Board, Chief financial officer & Statutory Auditors on to the dais.

Sri R Surender Reddy, Chairman chaired the proceedings of the meeting.

Total 462 Members (including proxies) attended the Meeting as per the attendance records.

The Chairman requested the shareholders to observe a minute silence in condolence for the sad demise of Executive Director Sri Yash Agarwal and his spouse Smt. Pankhuri Agarwal.

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook. The printed copy of the chairman speech was also circulated among the Members attended the meeting.

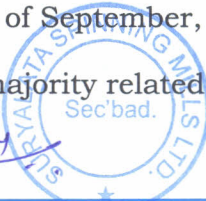
The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules made thereunder and the Listing Agreement, the Company had extended the remote e-voting facility to the Shareholders of the Company in respect of the resolutions to be passed at the meeting. The remote e-voting commenced on 9.00 a.m., on 18th September, 2015 and ended at 5.00 p.m., on 20th September, 2015. Sri R Ramakrishna Gupta, Practicing Company Secretary, partner R & A Associates, Company Secretaries, Hyderabad was appointed as the Scrutinizer by the Board for Scrutinizing the e-voting process in fair & transparent manner.

Further the Chairman informed the Members that pursuant to the provisions of section 109 of the Companies Act, 2013 and rules made thereunder and Secretarial standard - 2 of Institute of Company Secretaries of India (ICSI) the Company has arranged for poll on all the resolutions as per the notice of the meeting. On the invitation by chairman, several members gave their suggestions and sought clarifications on the Company's accounts and businesses.

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 orderly conduct of the voting. The Chairman announced that the combined result of e-voting and poll will be put on Company's website by 24th of September, 2015

The Resolutions passed by the Members with requisite majority related to the following:


Prameela Rani M





SURYALATA SPINNING MILLS LIMITED

(An ISO 9001 : 2008 Certified Company)

CIN-L18100TG1983PLC003962



ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2015, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2015.
3. To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2015.
4. To appoint a director in place of Sri Mahender Kumar Agarwal, (DIN: 00012807) Joint Managing Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
5. Appointment of Statutory Auditors.

SPECIAL BUSINESS:

6. Ratify the appointment of Smt. Madhavi Agarwal, Whole-Time Director of the Company.
7. Re-appointment Sri Mahender Kumar Agarwal, Joint Managing Director of the Company for a further period of 5 years.
8. Further issue of Preference Shares of the Company on Private Placement basis.
9. Alteration of Articles of Association.
10. Ratify the Remuneration of Cost Auditor.
11. Change in Address of Registrar & Transfer Agents.

The Consolidated Scrutinizer's report was uploaded on the website of the Company and the results in prescribed format were notified to the Stock Exchange under Clause 35A of the Listing Agreement.

Pronel Reddy
Sec'bad.
SURYALATA SPINNING MILLS LTD.
★