



SVSM/RO/SEC/2017-18

29th September 2017

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

Dear Sir,

**Sub: Voting results of the 38th Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Report.
Scrip Code: 514140**

Dear Sir/Madam,

With reference to the cited subject and Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are herewith submitting the details of voting results in the prescribed format of the items/businesses transacted at the 38th Annual General Meeting of the Company held on Friday, 29th September, 2017 at 10.30 a.m. at Raja Rajeshwari Gardens, Survey No. 26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500009

The report of scrutinizer pursuant to section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2015 on e-voting, physical ballot form and voting through poll of the Annual General Meeting is enclosed.

The abovementioned voting results along with the Scrutinizer report is also uploaded on the website of the Company at www.suryavanshi.com

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 blue ink, appearing to read 'B. Somasekhara Rao', is written over a light blue horizontal line.

B. Somasekhara Rao
CFO & Company Secretary

Encl: as above

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Suryavanshi Spinning Mills Limited ("the Company")

Dear Sir,

I, Rashida Adenwala, Practicing Company Secretary (FCS: 4020, CP No. 2224), Partner of R&A Associates, Company Secretaries, Hyderabad was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process (remote e-voting), ballot forms and voting by use of poll paper at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, on the resolutions contained in the notice to the 38th Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Friday, 29th September, 2017 at 10:30 A.M. at Sri Raja Rajeshwari Gardens, Survey No. 26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500009, Telangana, India, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting), ballot forms and voting by use of poll paper by the shareholders on the resolutions proposed in the Notice of the 38th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited (KCPL) and ballot forms & voting by use of poll paper at the meeting.
2. In accordance with the Notice of the 38th AGM sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 9:00 AM on 26th September 2017 and remained open up to 5:00 PM on 28th September, 2017.
3. The Equity Shareholders holding shares as on the cut-off date i.e., 22nd September, 2017, were entitled to vote on the resolutions stated in the Notice of the 38th AGM of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently was opened at 10:50 A.M in the presence of two witnesses, Ms. Shradha Shivpuria and Ms. Nidhi Shah, who are not the employees of



the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by Karvy Computershare Private Limited (KCPL), Registrar and Transfer Agents (RTA) of the Company and the authorizations/proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company, the names of the shareholders who had voted on e-voting through KCPL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the AGM and who had not voted on remote e-voting.

5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted.
6. The votes on remote e-voting were unblocked after conclusion of voting at the AGM at 10:55 AM in the presence of two witnesses, Ms. Shradha Shivpuria and Ms. Nidhi Shah, who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of KCPL (<http://evoting.karvy.com>).
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are annexed herewith (**Annexure A**).
8. All the resolutions stand passed based on combined result (e-voting and Poll) with the requisite majority.
9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 38th AGM and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

For R & A Associates
Company Secretaries


Rashida Adenwala
Partner

Place: Hyderabad
Date: 29th September, 2017

FCS: 4020, CP No. 2224

Suryavanshi Spinning Mills Limited - 38th Annual General Meeting held on 29th September, 2017

Combined Results (E-Voting and Poll)

Annexure-A

| Item number of Notice and type of resolution | Description | Particulars of Business | Total no. of votes cast | Votes in favour of the resolution | | Votes against the resolution | | Invalid Votes |
|--|---|-------------------------|-------------------------|-----------------------------------|---------------------------|------------------------------|---------------------------|---------------|
| | | | | No's | % age of valid votes cast | No's | % age of valid votes cast | |
| 1 - Ordinary Resolution (Ordinary Business) | To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon. | E-voting | 123 | 52 | 42.2764 | 71 | 57.72 | - |
| | | Poll | 3,481,110 | 3,481,110 | 100.0000 | - | - | - |
| | | Total | 3,481,233 | 3,481,162 | 99.9980 | 71 | 0.002040 | - |
| 2 - Ordinary Resolution (Ordinary Business) | To appoint a director in place of Sri Rajender Kumar Agarwal, who retires by rotation and, being eligible offers himself for re-appointment. | E-voting | 123 | 52 | 42.2764 | 71 | 57.72 | - |
| | | Poll | 3,481,110 | 3,481,110 | 100.0000 | - | - | - |
| | | Total | 3,481,233 | 3,481,162 | 99.9980 | 71 | 0.002040 | - |
| 3 - Ordinary Resolution (Ordinary Business) | To appoint M/s K.S.Rao & Co., Chartered Accountants (FRN: 003109S) as Statutory Auditors in place of M/s. Brahmaya & Co., Hyderabad (ICAI Firm Regn. No.000513S) whose tenure expires at this Annual General Meeting and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as | E-voting | 123 | 52 | 42.2764 | 71 | 57.72 | - |
| | | Poll | 3,481,110 | 3,481,110 | 100.0000 | - | - | - |
| | | Total | 3,481,233 | 3,481,162 | 99.9980 | 71 | 0.002040 | - |
| 4 - ordinary Resolution (Special Business) | To appoint Sri Rajender Kumar Agarwal as a Managing Director for a period of three(3) years from 13.02.2017 to 12.02.2020 | E-voting | 123 | 52 | 42.2764 | 71 | 57.72 | - |
| | | Poll | 3,481,110 | 3,481,110 | 100.0000 | - | - | - |
| | | Total | 3,481,233 | 3,481,162 | 99.9980 | 71 | 0.002040 | - |
| 5.- ordinary Resolution (Special Business) | To approve creation of mortgage and charge over Company's movable and immovable properties in favor of Banks and Institutions | E-voting | 123 | 52 | 42.2764 | 71 | 57.72 | - |
| | | Poll | 3,481,110 | 3,481,110 | 100.0000 | - | - | - |
| | | Total | 3,481,233 | 3,481,162 | 99.9980 | 71 | 0.002040 | - |



(Handwritten signature)