

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,
Suryavanshi Spinning Mills Limited
Surya Towers, 6th Floor, 105, S.P Road
Secunderabad-500003
Telangana

Date: 27th September, 2014

Dear Sir,

Subject:-Report on e-voting conducted in connection with the 35th Annual General Meeting of Suryavanshi Spinning Mills Limited scheduled to be held on Tuesday, 30th September, 2014 at 10.00 A.M.

I, Rashida Adenwala, Company Secretary in Practice, Partner, R & A Associates, Company Secretaries, Flat # 101, Sapthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad-500016, Telangana, have been appointed by the Board of Directors of Suryavanshi 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 35th Annual General Meeting (AGM) of the Company scheduled to be held on 30th September, 2014.

The notice dated 3rd September, 2014 convening the 35th 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 35th 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 35th Annual General Meeting sent to the shareholders, the voting through electronic means was started on 24th September, 2014 at 9.00 A.M and ended on 26th September, 2014 at 6.00 P.M.
- (ii) The equity shareholders holding shares as on cut-off date i.e., 3rd September, 2014 were entitled to vote on the resolutions as stated in the notice of the 35th Annual General Meeting of the company.
- (iii) The votes were unblocked on 26th September, 2014 at 06:30 P.M in the presence of Mr. Surya Prakash Perumalla (Plot no. 23, South Part, Sri Giri Colony, Adarsh Nagar Road, Near St. Marks School, Uppal, Hyderabad-500039, Telangana) and Ms. K. Vanaja (Plot No. 5, Lalitha Nagar Colony, West Marredpally, Secunderabad-500 026, Telangana) 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 Balance Sheet as at March 31, 2014 and statement of Profit and Loss of the Company and Cash Flow Statement of the Company for the year on that date and the Reports of the Directors and Auditors thereon.

- (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)
1	37	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
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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 appoint a director in place of Sri Jeetender Kumar Agarwal, who retires by rotation and, being eligible offers himself for reappointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Sri Jeetender Kumar Agarwal DIN 0041946, be and is here by re-appointed as a Director of the Company, liable to retire by rotation”.

(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)
1	37	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 appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and in this connection to consider and if deemed fit, to pass with or without modification(s), the



following resolution as an Ordinary Resolution:

“RESOLVED THAT M/S Brahmayya & Co., Chartered Accountants, (Firm’s Registration Number 0005135) be and are hereby re-appointed as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors 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)
1	37	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of invalid 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: Special Resolution

Appointment of Sri Badrinarayan Agarwal (DIN: 00042123), as the Executive Chairman and Whole-time Director of the company for a period of 3 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)
1	37	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: Special Resolution

Appointment of Sri Rajender Kumar Agarwal (DIN: 0041892) and re-designation from Joint Managing Director to Managing Director of the company for a period of 3 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)
1	37	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: Ordinary Resolution

Re-appointment of Sri R. Surender Reddy (DIN: 00083972), as an 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)
1	37	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. 7: Ordinary Resolution

Appointment of Sri Surender Kumar Agarwal (DIN: 00281576), as an 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)
1	37	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: Ordinary Resolution

Appointment of Sri Pankaj Goel (DIN: 00010059) as an 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)
1	37	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:**

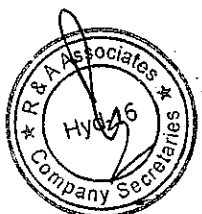
Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Resolution No. 9: Ordinary Resolution

Appointment of Sri Manish Gupta (DIN: 00526638), 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)
1	37	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: Special Resolution

Adoption of new Articles in substitution of old

(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)
1	37	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

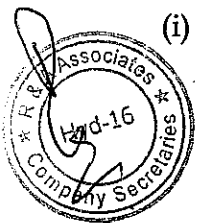
(iii) Invalid Votes:

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

Resolution No. 11: 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)
1	37	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: Special Resolution

Authorization to the Board to create mortgage and charge over Company's movable and Immovable properties in favor of Banks and Institutions.

(i) Voted in favour of the Resolution:

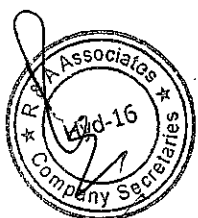
Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
1	37	100

(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

Ratification of the remuneration of cost auditor

(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)
1	37	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: Special Resolution

Approval for the variation of terms of appointment of Sri Jeetender Kumar Agarwal

(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)
1	37	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

Approval for the variation of terms of appointment of Sri Devender Kumar Agarwal

(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)
1	37	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. 16: Ordinary Resolution

Authorization to the board to contribute bonafide, charitable and other funds subject to a limit of Rs. 5 lakhs in a year.

(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)
1	37	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

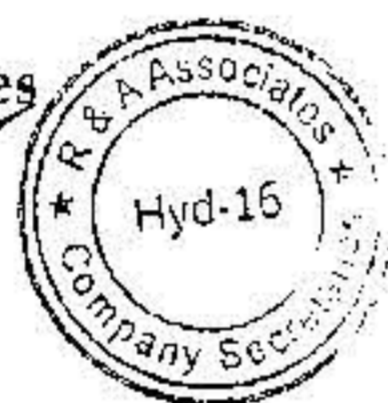
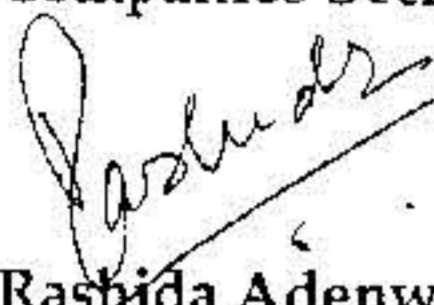
(iii) Invalid Votes:

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



Rashida Adenwala
Practicing Company Secretary
Membership No. FCS 4020
CP 2224

Place: Hyderabad

Date: 27th September, 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 26th September, 2014 at 6.30 P.M at the office of the Scrutinizer.

Name and Address of the Witness

1. Surya Prakash Perumalla
Plot no. 23, South Part, Sri Giri Colony,
Adarsh Nagar Road, Near St. Marks School,
Uppal, Hyderabad-39
Telangana

Name and Address of the Witness

2. K. Vanaja
Plot no. 5, Lalitha Nagar Colony,
West, Marredpally, Secunderabad-26
Telangana

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

The Chairman for the 35th Annual General Meeting,
Suryavanshi Spinning Mills Limited
Surya Towers, 6th Floor, 105, S.P Road
Secunderabad-500003
Telangana

Sub: - 35th Annual General Meeting (AGM) of the Equity Shareholders of Suryavanshi Spinning Mills Limited held on Tuesday, 30th September, 2014 at 10:00 A.M. at Gayatri Gardens, Survey No.26, Sikh village , Near Diamond Point Hotel, Secunderabad - 500003, Telangana.

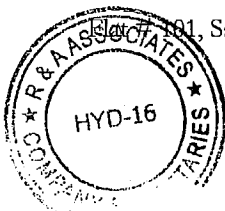
Dear Sir,

I, Rashida Adenwala, Practising Company Secretary, Partner, R&A Associates, Company Secretaries, Flat # 101, Sapthagiri 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 35th AGM of the Equity Shareholders of the Company held on Tuesday, 30th September, 2014 at 10:00 A.M. at Gayatri Gardens, Survey No.26, Sikh village , Near Diamond Point Hotel, Secunderabad - 500003, 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.

R&A Associates, Company Secretaries

Flat # 101, Sapthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad- 500016, India
Phone: +91 (40) 4003 2244 (4 lines) Email: info@rna-cs.com



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. Related/Interested parties were abstained from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "invalid/abstain from voting".

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
26	3394635	100

(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
NIL	NIL	NIL

(iii) Invalid Votes:

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

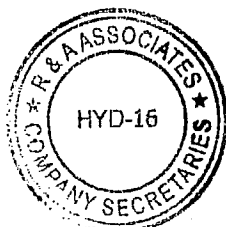
Resolution No. 2: Ordinary Resolution

To appoint a director in place of Sri Jeetender Kumar Agarwal, who retires by rotation and, being eligible offers himself for reappointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

R&A Associates, Company Secretaries

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“RESOLVE THAT Sri Jeetender Kumar Agarwal (DIN 0041946) be and is here by re -appointed as a Director of the Company, liable to retire by rotation”.

(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
17	544135	100

(i) 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
NIL	NIL	NIL

(ii) Invalid* Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	2850500

*Related/Interested parties were required to abstain from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "invalid/abstain from voting”.

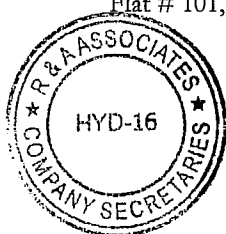
Resolution No. 3: Ordinary Resolution

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and in this connection to consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/S Brahmayya & Co., Chartered Accountants, (Firm’s Registration Number 0005135) be and are hereby re-appointed as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company.”

R&A Associates, Company Secretaries

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(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
26	3394635	100

(i) 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
NIL	NIL	NIL

(ii) Invalid Votes:

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

Resolution No. 4: Special Resolution

Appointment of Sri Badrinarayan Agarwal (DIN: 00042123), as the Executive Chairman and Whole-time Director of the company for a period of 3 years.

(i) Voted in favour of the Resolution:

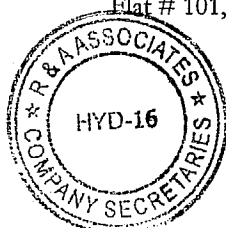
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	544135	100

(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
NIL	NIL	NIL

R&A Associates, Company Secretaries

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(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	2850500

Resolution No. 5: Special Resolution

Appointment of Sri Rajender Kumar Agarwal (DIN: 0041892) as Managing Director of the company for a period of 3 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
17	544135	100

(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
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	2850500

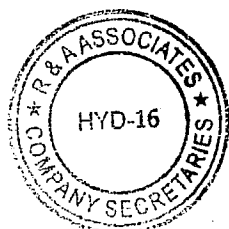
Resolution No. 6: Ordinary Resolution

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

R&A Associates, Company Secretaries

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(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
26	3394635	100

(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
NIL	NIL	NIL

(iii) Invalid Votes:

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

Resolution No. 7: Ordinary Resolution

Appointment of Sri Surender Kumar Agarwal (DIN: 00281576), as an independent director of the company for a consecutive period of 5 years.

(i) Voted in favour of the Resolution:

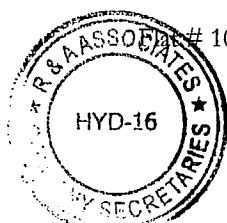
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	3394635	100

(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
NIL	NIL	NIL

R&A Associates, Company Secretaries

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(iii) **Invalid Votes:**

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

Resolution No. 8: Ordinary Resolution

Appointment of Sri Pankaj Goel (DIN: 00010059) as an Independent Director of the company for a consecutive 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
26	3394635	100

(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
NIL	NIL	NIL

(iii) **Invalid Votes:**

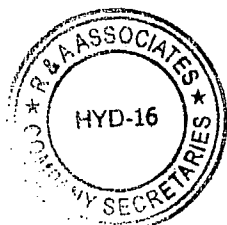
Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 9: Ordinary Resolution

Appointment of Sri Manish Gupta (DIN: 00526638), as an Independent Director of the company for a consecutive period of 5 years.

R&A Associates, Company Secretaries

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(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
26	3394635	100

(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
NIL	NIL	NIL

(iii) Invalid Votes:

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

Resolution No. 10: Special Resolution

Adoption of new articles in substitution of old.

(i) Voted in favour of the Resolution:

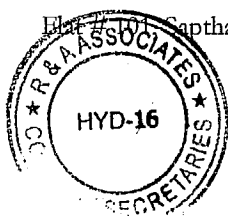
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	3394635	100

(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
NIL	NIL	NIL

R&A Associates, Company Secretaries

Plot No. 101, Sathagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad- 500016, India
 Phone: +91 (40) 4003 2244 (4 lines) Email: info@rna-cs.com



(iii) Invalid Votes:

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

Resolution No. 11: 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
26	3394635	100

(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
NIL	NIL	NIL

(iii) Invalid Votes:

6

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

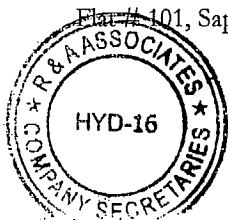
Resolution No. 12: Special Resolution

Authorization to the board to create mortgage and charges over company's movable and Immovable properties in favour of Banks and Institutions.

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(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
26	3394635	100

(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
NIL	NIL	NIL

(iii) Invalid Votes:

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

Resolution No. 13: Ordinary Resolution

Ratification of the remuneration of cost auditor.

(i) Voted in favour of the Resolution:

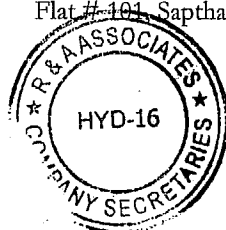
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	3394635	100

(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
NIL	NIL	NIL

R&A Associates, Company Secretaries

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(iii) **Invalid Votes:**

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

Resolution No. 14: Special Resolution

Approval for the variation of terms of appointment Sri Jeetendra Kumar Agarwal.

(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
17	544135	100

(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
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	2850500

Resolution No. 15: Special Resolution

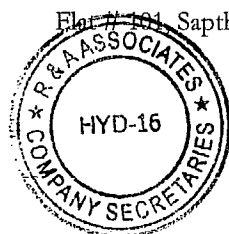
Approval for the variation of terms of appointment of Sri Devender Kumar Agarwal

(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
17	544135	100

R&A Associates, Company Secretaries

Plot # 101, Spathagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad- 500016, India
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(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
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
9	2850500

Resolution No. 16: Ordinary Resolution

Authorization to the board to contribute bonafide, charitable and other funds subject to a limit of Rs. 5 lakhs in a year.

(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
26	3394635	100

(i) 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
NIL	NIL	NIL

R&A Associates, Company Secretaries

Flat # 101, Sapthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad- 500016, India
 Phone: +91 (40) 4003 2244 (4 lines) Email: info@rna-cs.com



(ii) **Invalid Votes:**

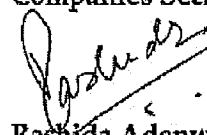
Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

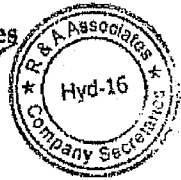
5. List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstain from voting for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For R&A Associates
Companies Secretaries


Rashida Adenwala
Practicing Company Secretary
Membership No. FCS 4020
CP 2224



Place: Hyderabad

Date: 30th September, 2014



R&A Associates, Company Secretaries
101, Saphagin Residency, 1-10-98/A, Chilkoti Gardens, Begumpet, Hyderabad- 500016, India
Phone: +91 (40) 4003 2244 (4 lines) Email: info@ma-cs.com

1. 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 35th 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.
2. I have issued separate Scrutinizers Report on the e-voting dated 27th September, 2014 and on the poll dated 30th September, 2014 on the resolutions contained in the Notice of the AGM. Related/Interested parties were abstained from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "invalid/abstain from voting". 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:

I, Rashida Adenwala, practicing Company Secretary, Partner, R & A Associates, 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 35th Annual General Meeting (AGM) of the Members of the Company, held on 30th September, 2014 at Gayatri Gardens, Survey No.26, Sikh village, Near Diamond Point Hotel, Secunderabad - 500003, Telangana.

Dear Sir,

The 35th Annual General Meeting of the Members of the Company held on 30th September, 2014 at 10.00 A.M. at Gayatri Gardens, Survey No.26, Sikh village, Near Diamond Point Hotel, Secunderabad - 500003, Telangana.

The Chairman for the 35th Annual General Meeting,
Suryavanshi Spinning Mills Limited (The Company)

To



R&A Associates, Company Secretaries
 101, Saphagiri Residency, 1-10-98/A, Chilkoti Gardens, Begumpet, Hyderabad- 500016, India
 Phone: +91 (40) 4003 2244 (4 lines) Email: info@ma-cs.com

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.	3394672	100	NIL	NIL
2.	Ordinary	To appoint a Director in place of Sri Jeetender Kumar Agarwal, who retires by rotation and being eligible, offers himself for Re-appointment.	544172	100	NIL	NIL
3.	Ordinary	To appoint auditors and fix their remuneration.	3394672	100	NIL	NIL
4.	Special	Appointment of Sri Badrinarayan Agarwal as Executive Chairman of the Company for a period of 3 years.	544172	100	NIL	NIL
5.	Special	Appointment of Sri Rajender Kumar Agarwal as Managing Director of the company for a period of 3 years.	544172	100	NIL	NIL
6.	Ordinary	Appointment of Sri R Sunder Reddy as an Independent Director of the company for the consecutive period of 5 years.	3394672	100	NIL	NIL
7.	Ordinary	Appointment of Sri Sunder Kumar Agarwal as an independent director of the company for a consecutive period of 5 years.	3394672	100	NIL	NIL



R&A Associates, Company Secretaries
 Flat # 101, Saphagiri Residency, 1-10-98/A, Chilkoti Gardens, Begumpet, Hyderabad-500016, India
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8.	Special	Appointment of Sri Pankaj Goel as an Independent Director of the company for a consecutive period of 5 years.	3394672	100	NIL	NIL
9.	Special	Appointment of Sri Manish Gupta as an Independent Director of the company for a consecutive period of 5 years.	3394672	100	NIL	NIL
10.	Ordinary	Adoption of new articles in substitution of old.	3394672	100	NIL	NIL
11.	Ordinary	Sanction of Borrowing limits upto Rs. 200 crores under section 180(1)(c) of the Companies Act, 2013	3394672	100	NIL	NIL
12.	Ordinary	Authorization to the board to create mortgage and charges over company's movable and immovable properties in favour of Banks and Institutions.	3394672	100	NIL	NIL
13.	Ordinary	Ratification of the remuneration of cost auditor.	3394672	100	NIL	NIL
14.	Ordinary	Approval for the variation of terms of appointment of Jitender Kumar Agarwal.	544172	100	NIL	NIL
15.	Special	Approval for the variation of terms of appointment of Sri Devender Kumar Agarwal	544172	100	NIL	NIL
16.	Ordinary	Authorization to the board to contribute bonafide, charitable and other funds subject to a limit of Rs. 5 lakhs in a year.	3394672	100	NIL	NIL

R&A Associates, Company Secretaries
Flat # 101, Saphahgiri Residency, 1-10-98/A, Chilkoti Gardens, Begumpet, Hyderabad- 500016, India
Phone: +91 (40) 4003 2244 (4 lines) Email: info@ra-cs.com

Place: Hyderabad
Date: 30th September, 2014

For R&A Associates
Companies Secretaries
Rashida Adenwala
Practising Company Secretary
Membership No. FCS 4020
CP 2224



Thanking you,
Yours faithfully,

3. All the resolutions stands passed under e-voting and Poll with the requisite majority.
4. I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company and the same be handed over to the Company Secretary for safe keeping.

NAME: SURYAVANSHI SPINNING MILLS LIMITED - Scrip Code:514140

Details as per Clause 35A of the Listing Agreement with Stock exchanges as per SEBI- Amendments to Equity Listing Agreement

A	DATE OF AGM		30-09-2014			
B	BOOK CLOSURE DATE		29-09-2014 TO 30-09-2014 (BOTH DAYS INCLUSIVE)			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		6822			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		82			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	9	0	9	2850500	58.07183
	PUBLIC	50	23	73	547756	11.15916
	TOTAL	59	23	82	3398256	69.23099
E	No. of shareholders attended the meeting through Video conferencing - Not applicable					



Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
1	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
1	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
1	Total	4908576	3394672		3394672	0		
2	Promoter and Promoter Group*	2850500	0	0.00	0	0	0.00	0.00
2	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
2	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
2	Total	4908576	544172		544172	0		
3	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
3	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
3	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
3	Total	4908576	3394672		3394672	0		
4	Promoter and Promoter Group	2850500	0	0.00	0	0	0.00	0.00
4	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
4	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
4	Total	4908576	544172		544172	0		
5	Promoter and Promoter Group	2850500	0	0.00	0	0	0.00	0.00
5	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
5	Public-Others	2057393	544172	26.19	544172	0	100.00	0.00
5	Total	4908576	544172		544172	0		
6	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
6	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
6	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
6	Total	4908576	3394672		3394672	0		
7	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
7	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
7	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
7	Total	4908576	3394672		3394672	0		
8	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
8	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
8	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
8	Total	4908576	3394672		3394672	0		
9	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
9	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
9	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
9	Total	4908576	3394672		3394672	0		
10	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
10	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
10	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
10	Total	4908576	3394672		3394672	0		
11	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
11	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
11	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
11	Total	4908576	3394672		3394672	0		
12	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
12	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
12	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
12	Total	4908576	3394672		3394672	0		
13	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
13	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
13	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
13	Total	4908576	3394672		3394672	0		
14	Promoter and Promoter Group	2850500	0	0.00	0	0	0.00	0.00
14	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
14	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
14	Total	4908576	544172		544172	0		
15	Promoter and Promoter Group	2850500	0	0.00	0	0	0.00	0.00
15	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
15	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
15	Total	4908576	544172		544172	0		
16	Promoter and Promoter Group	2850500	2850500	100.00	2850500	0	100.00	0.00
16	Public - Institutional Holders	683	0	0.00	0	0	0.00	0.00
16	Public-Others	2057393	544172	26.45	544172	0	100.00	0.00
16	Total	4908576	3394672		3394672	0		

* Related/ Interested parties abstained from voting on their respective resolutions. If the related/ interested parties have voted on such resolutions, their votes have been accordingly treated as "abstain/invalid".

