



CIN:L14220AP1978PLC002390
SVSM/RO/SEC/2014-15

16th May,2014

To
The Secretary
Department of Corporate Services
BSE Limited
New Trading Wing
Rotunda Building
P. J. Towers, Dalal Street
Mumbai-400 001

Dear Sir,

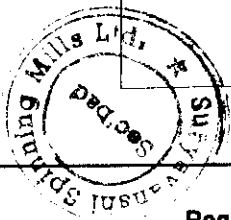
Sub: Postal ballot Results
Ref: Clause 31 of the Listing Agreement
:Scrip code:514140

With respect to the above mentioned subject, please find herewith details of the voting results of the resolution approved by

1. The shareholders of the company for alteration of objects incidental or ancillary to the attainment of the main objects of the Company through Postal Ballot and e-voting and
2. By Public shareholders of the Scheme of Arrangement between Suryavanshi Spinning Mills Limited, Aananda Lakshmi Spinning Mills Limited and Sheshadri Industries Limited and their respective shareholders and creditors,

through Postal Ballot and e-voting in terms of requirements of SEBI Circular No.CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular no.CIR/CFD/DIL/8/2013 dated 21st May, 2013:

Date of Declaration of the Result for Postal Ballot	16 th May, 2014
Total number of shareholders - on record date	Notices were sent to all the members on 12 th April, 2014 whose names appear in the Register of Members as on 31 st March, 2014



A Govt. Recognised Export House,

Regd. Office : Surya Towers, 6th Floor, 105, Sardar Patel Road, Secunderabad - 500 003. A.P. India
Ph. 91-40-30512700, Fax : 91-40-30512799/30512725, Email : info@suryavanshi.com, Website : www.suryavanshi.com

Agenda-wise:

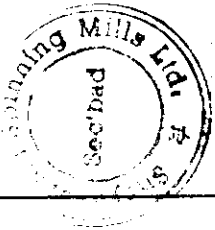
Item No.	Detail of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Postal Ballot/ E-voting)	Remarks
1.	To consider and approve the alteration of objects incidental or ancillary to the attainment of the main objects of the Company	Special Resolution	Postal Ballot & E voting	votes cast in favour of the resolution are 3 times more than the votes cast against the resolution
2.	To consider and approve the Scheme of Arrangement between Suryavanshi Spinning Mills Limited, Ananda Lakshmi Spinning Mills Limited and Sheshadri Industries Limited	Ordinary Resolution	Postal Ballot & E voting	votes cast in favour of the resolution are more than the votes cast against the resolution

1. A summary of the Postal Ballots received/e-voting for the Resolution # 1 as per the Scrutinizer Report is given below:

Sl. No.	Particulars	Number of Shareholders	Number of votes	Percentage of votes
	Total postal ballots received / e-votes cast	112	9470835	
	Less: Invalid postal ballots/e-votes	07	8941	
	Net valid postal ballots / e-votes	105	9461895	100.00
a)	In favour of the Resolution	97	9459994	99.98
b)	Against the Resolution	08	1901	0.02

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2. A summary of the Postal Ballots received/evoting for the Resolution # 2 as per the Scrutinizer Report is given below:

Sl. No.	Particulars	Number of Public Shareholders	Number of votes	Percentage of votes
1.	Total postal ballots received / e-votes cast	103	1766772	
2.	Less: Invalid postal ballots/e-votes	08	9040	
3.	Net valid postal ballots / e-votes	95	1757732	100.00
	In favour of the Resolution	87	1755831	99.89
	Against the Resolution	08	1901	0.11

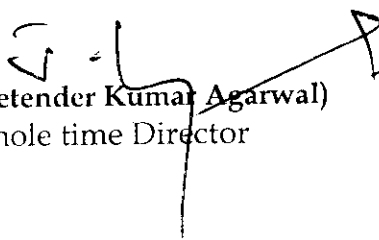
The resolution has therefore been approved by the shareholders with the requisite majority.

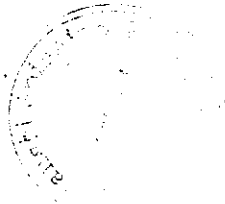
This is for your information and record.

Thanking you,

Yours faithfully,

For **SURYA VANSHI SPINNING MILLS LIMITED**


 (Jeetender Kumar Agarwal)
 Whole time Director



A Govt. Recognised Export House,

Regd. Office : Surya Towers, 6th Floor, 105, Sardar Patel Road, Secunderabad - 500 003. A.P. India
 Ph. 91-40-30512700, Fax : 91-40-30512799/30512725, Email : info@suryavanshi.com, Website : www.suryavanshi.com

SCRUTINIZER'S REPORT

To
Mr. Jeetender Kumar Agarwal
Whole-time Director
Suryavanshi Spinning Mills Limited
105, Surya Towers, 6th Floor
Sardar Patel Road
Secunderabad - 500 003

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot - Alteration of ancillary objects of MOA and Scheme of Arrangement by way of Demerger

1. The Board of Directors of the Company at its meeting held on 2nd April, 2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process in pursuant to provisions of Section 110 of the Companies Act, 2013 readwith the Rule 22 of Companies (Management and Administration) Rules, 2014 and in pursuant to Securities and Exchange Board of India ("SEBI") circular no. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 issued and for obtaining the Members' approval for:
 - Alteration of objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association of the Company - **Special Resolution**
 - Approval for Scheme of Arrangement in pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 - **Ordinary Resolution**
2. I, the undersigned partner of R & A Associates, Practicing Company Secretaries, Hyderabad have scrutinized the Postal Ballot voting process regarding the passing of the Special Resolution and Ordinary Resolution referred above and submit my report as below:

a) The Company and M/s. Karvy Computershare Private Limited, the Registrar and Share Transfer Agents(RTA) has confirmed that the physical Postal Ballot forms alongwith postage prepaid business reply envelope were dispatched on 12th April, 2014 to the members who have not registered their email IDs and by email was sent on 12th April, 2014 who have registered their email IDs with the



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 Website : http://www.rna-cs.com

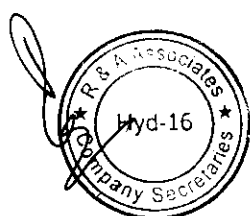
Branch : Delhi & Gurgaon, # 1304, Tower No. 5, The Palms, South City - I, Sector 30, Gurgaon - 122 001, India. Email : vaishali@rna-cs.com

Company/their Depository Participant (DP)/RTA, whose name(s) appeared on the Register of Members/list of beneficiaries as on 31st March, 2014.

- b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose as required under Rule 22 of Companies (Management and Administration) Rules, 2014.
- c) The postal ballot forms were kept under the safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- d) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched and confirmed with the Register of Members of the Company.
- e) All postal ballot forms received upto the closing of the working hours i.e. 6.00 p.m. on 12th May, 2014, the last date and time fixed by the Company for receipt of the postal ballot forms, were considered for my scrutiny.
- f) 122 (One hundred and Twenty Two) envelopes containing postal ballot forms returned undelivered were not opened and they are kept separately.
- g) I did not find any defaced or mutilated ballot paper.

3. A summary of the Postal Ballots received/e-voting for the Resolution # 1 (Approval for alteration of objects incidental or ancillary to the attainment of main object of Memorandum of Association – Special Resolution) is given below:

Sl. No.	Particulars	Number of Shareholders	Number of votes	Percentage of votes
1.	Total postal ballots received / e-votes cast	112	9470835	
2.	Less: Invalid postal ballots/e-votes	07	8941	
3.	Net valid postal ballots / e-votes	105	9461895	100.00
	a) In favour of the Resolution	97	9459994	99.98
	b) Against the Resolution	08	1901	0.02

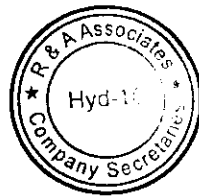


4. A summary of the Postal Ballots received/evoting for the Resolution # 2 (Approval for Scheme of Arrangement between Suryavanshi Spinning Mills Limited, Aananda Lakshmi Spinning Mills Limited and Sheshadri Industries Limited – Ordinary Resolution) is given below:

Sl. No.	Particulars	Number of Public Shareholders	Number of votes	Percentage of votes
	Total postal ballots received / e-votes cast	103	1766772	
	Less: Invalid postal ballots/e-votes	08	9040	
	Net valid postal ballots / e-votes	95	1757732	100.00
	In favour of the Resolution	87	1755831	99.89
	Against the Resolution	08	1901	0.11

5. A detailed Postal Ballot Result is attached to this report as Annexure – 1 for your ready reference.
6. We have handed over the postal ballot forms and other related papers, registers and records for safe custody to Mr. B.R.S. Reddy, Vice President (Corporate Affairs) & Company Secretary, authorized by the Board to supervise the postal ballot process.
7. You may accordingly declare the result of the voting by postal ballot.

Place: Hyderabad
Date: 16th May, 2014



For R & A Associates
Company Secretaries
Rashida Adenwala
(Rashida Adenwala)
Practising Company Secretary
CP No: 2224

SURYAVANSHI SPINNING MILLS LIMITED									
RESULTS OF POSTAL BALLOT									
Annexure 1									
Resolution 1	Description	No of Shares Held (1)	No of Votes polled (2)	% of Votes Polled on outstanding shares (3)	No of Votes in Favour (4)	No of Votes in Against (5)	% of Votes in favour on votes polled (6)=(4)/(2)	% of Votes against on votes polled (7)=(5)/(2)	
1	Promoter and Promoter Group	7704063	7704063	100.00	7704063	0	100.00	0.00	
1	Public – Institutional Holders	1850	0	0.00	0	0	0.00	0.00	
1	Public-Others	5560510	1757832	31.61	1755931	1901	99.89	0.11	
Resolution 2									
2	Promoter and Promoter Group#	7704063	0	0.00	0	0	0.00	0.00	
2	Public – Institutional Holders	1850	0	0.00	0	0	0.00	0.00	
2	Public-Others	5560510	1757732	31.61	1755831	1901	99.89	0.11	

Pursuant to SEBI circular no. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 only public shareholders votes can be considered for this resolution. Hence Promoters not casted their vote.

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text 'R & A Associates' at the top, 'Hyd-16' in the center, and 'Company' at the bottom. There are small stars on either side of the company name.

SURYAVANSHI SPINNING MILLS LIMITED

Minutes of the proceedings held on Friday, 16th May, 2014 at 5.00 p.m. at the Registered Office of Suryavanshi Spinning Mills Limited at Surya Towers, 6th Floor, 105, Sardar Patel Road, Secunderabad – 500 003 for declaration of the results of postal ballot/ e-voting on the resolution for approval of the alteration of ancillary object for the attainment of the main objects and for approval of the Scheme of Arrangement between Suryavanshi Spinning Mills Limited, Aananda Lakshmi Spinning Mills Limited and Sheshadri Industries Limited and their respective shareholders and creditors.

PRESENT

Managing Director	:	Rajender Kumar Agarwal
Whole-Time Director	:	Jeetender Kumar Agarwal
Vice President (Corporate Affairs) & Company Secretary	:	B R S Reddy
Scrutinizer	:	Ms. Rashida Adenwala

Mr Jeetender Kumar Agarwal, whole time Director stated that the Company had on 12th April, 2014 dispatched to all the shareholders a notice dated 2nd April, 2014 under section 110 of the Companies Act, 2013 readwith Rule 22 of Companies (Management and Administration) Rules, 2014, for obtaining the consent of the shareholders of Suryavanshi Spinning Mills Ltd to the following Resolutions by means of Postal Ballot and evoting :

- (1) For Alteration of objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association of the Company – by way Special Resolution

and

- (2) For the Scheme of Arrangement between Suryavanshi Spinning Mills Limited, Aananda Lakshmi Spinning Mills Limited and Sheshadri Industries Limited and their respective shareholders and creditors – by way of Ordinary Resolution pursuant to the provisions of sections 391 to 394 of the Companies Act, 1956 and in compliance of the SEBI Securities and Exchange Board of India (“SEBI”) circular no. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 details of the Resolutions were given below.

- (1) Approval for the Alteration of objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association of the Company by way of Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Section 110 of the Companies Act, 2013 and Companies (Passing of Resolution by Postal Ballot) rules 2011/ Rule 22 of Companies (Management and Administration) Rules, 2014, subject to such consents as may be required approval of the Members be and is hereby accorded to insert the following objects clause no 15 in place of the existing Objects Clause III (b)



no. 15 being the "Objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association of the Company".

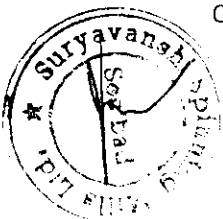
15. To amalgamate with any Company or Companies or Demerge the whole or any part of the undertaking(s) of the Company to any Company or Companies having Objects altogether or in part similar or different to this Company through a process of Arrangement, Compromise or otherwise.

RESOLVED FURTHER THAT Sri. R.K.Agarwal, Managing Director, Sri. J.K.Agarwal, Executive Director and B.R.S.Reddy, Vice President (Corporate Affairs) & Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and settle any or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its Members".

- (2) **Approval for Scheme of Arrangement between Suryavanshi Spinning Mills Limited, Aananda Lakshmi Spinning Mills Limited and Sheshadri Industries Limited and their respective shareholders and creditors in pursuant to the provisions of sections 391 to 394 of the Companies Act, 1956 by way of Ordinary Resolution.**

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 of the Companies Act,1956 (Act) and Company Court Rules, 1959 (Rules) and other applicable provisions of the Act and Rules (including any statutory modifications, amendments to or re-enactment thereof) and subject to sanction by Hon'ble High Court of Andhra Pradesh at Hyderabad and other requisite approvals, sanctions and consents, if any, being obtained and subject to such terms and conditions and modification(s) as may be prescribed, directed or suggested by Hon'ble High Court of Andhra Pradesh at Hyderabad or other appropriate authorities, the Scheme of Arrangement as enclosed with Postal Ballot Notice between Suryavanshi Spinning Mills Limited (Suryavanshi), Aananda Lakshmi Spinning Mills Limited (ALSML) and Sheshadri Industries Limited (SIL) and their respective Shareholders and Creditors on a going concern basis w.e.f. 1st April, 2013 be and is hereby approved to demerge Company's existing six (6) units into two resulting companies apart from Demerged Company as follows:

- a. Yarn unit at Bhongir, Andhra Pradesh including 4 acres of land together with temporary structures in Survey Nos 558 and 560 situated at Aliabad village, Medchal Taluq, Shameerpet Mandal, Rangareddy District, Andhra Pradesh of Suryavanshi Spinning Mills Limited be demerged into and vested with Aananda Lakshmi Spinning Mills Limited (Resulting Company-1)
- b. Yarn unit at Rajna, Madhya Pradesh and Garment Units situated at Aliabad, Shameerpet Mandal, Medchal Taluq, Ranga Reddy District and Bhongir, Nalgonda District, Andhra Pradesh of Suryavanshi Spinning Mills Limited be demerged in to and vested with Sheshadri Industries Limited. (Resulting Company-2)
- c. Yarn unit and medical textile unit situated at Aliabad, Shameerpet Mandal, Medchal Taluq, Ranga Reddy District, Andhra Pradesh be retained by Suryavanshi Spinning Mills Limited (Demerged Company).



FURTHER RESOLVED THAT, subject to such approvals as may be required, the reorganization of the Share Capital of Demerged Company, as per the terms and conditions mentioned in the Scheme of Arrangement ("Scheme") be and is here by approved.

RESOLVED FURTHER THAT Sri. R.K. Agarwal, Managing Director, Sri. J.K. Agarwal, Executive Director and B.R.S.Reddy, Vice President (Corporate Affairs) & Company Secretary be and are hereby severally authorized to do and execute all such acts, deeds, matters and things as may be necessary and desirable to give effect to the said resolution including any modification(s) or amendment(s) to the said Scheme or any conditions or limitations as may be prescribed or directed by Hon'ble High Court of Andhra Pradesh at Hyderabad and/or any other authorities under law."

The Managing Director further stated that it was mentioned in the said Notice dated 2nd April, 2014 that the postal ballot form sent therewith should be returned by the shareholders duly completed so as to reach the Scrutinizer on or before closing of business hours of 12th April, 2014 or exercise through e voting as on the same date and that the Scrutinizer will submit his report to the Managing Director after completion of the scrutiny.

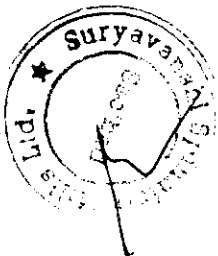
Mr. Jeetender Kumar Agarwal, whole time Director thereafter stated that the Scrutinizer, Ms. Rashida Adenwala had carried out the scrutiny of all the postal ballot forms received upto the close of working hours on 12th April, 2014 and that Ms. Rashida Adenwala submitted her report dated 16th May, 2014 and that he as the whole time Director had accepted the said Report.

Mr. Jeetender Kumar Agarwal, whole time Director then announced the following result of the Postal Ballot as per the Scrutinizer's Report:

- a. A summary of the Postal Ballots received/e-voting for the Resolution # 1 (Approval for alteration of objects incidental or ancillary to the attainment of main object of Memorandum of Association – Special Resolution) is given below:

Sl. No.	Particulars	Number of Shareholders	Number of votes	Percentage of votes
1.	Total postal ballots received / e-votes cast	112	9470835	
2.	Less: Invalid postal ballots/e-votes	07	8941	
3.	Net valid postal ballots / e-votes	105	9461895	100.00
	a) In favour of the Resolution	97	9459994	99.98
	b) Against the Resolution	08	1901	0.02

- b. A summary of the Postal Ballots received/e voting for the Resolution # 2 (Approval for Scheme of Arrangement between Suryavanshi Spinning Mills Limited, Aananda Lakshmi Spinning Mills Limited and Sheshadri Industries Limited and their respective shareholders and creditors – Ordinary Resolution) is given below:

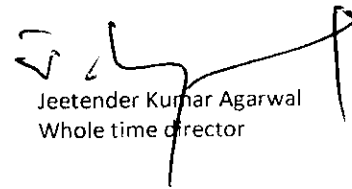


Sl. No.	Particulars	Number of Public Shareholders	Number of votes	Percentage of votes
a.	Total postal ballots received / e-votes cast	103	1766772	
b.	Less: Invalid postal ballots/e-votes	08	9040	
c.	Net valid postal ballots / e-votes	95	1757732	100.00
	In favour of the Resolution	87	1755831	99.89
	Against the Resolution	08	1901	0.11

The Jeetender Kumar Agarwal, whole time Director thereafter stated that the Special Resolution and Ordinary Resolution set out in the Notice dated 2nd April, 2014 was therefore duly approved by the requisite majority of the Shareholders of Suryavanshi Spinning Mills Ltd.

Place: Secunderabad
Date : 16 th May ,2014




Jeetender Kumar Agarwal
Whole time director