

27th August, 2020

Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai 400051. NSE Symbol- SPLIL	Listing Department BSE Limited Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code- 532651
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Subject- Notice of 29th Annual General Meeting of SPL Industries Limited

Reference- Reg 30 of LODR' 2015 read with clause 12 of Part-A of Schedule III

Dear Sir/Madam,

Please find attached herewith copy of the Notice of the 29th AGM for the year 2019-20, which shall be send by email to those Members whose email addresses are registered with the company/ Depository Participant(s). The requirements of sending physical copy of the notice of the AGM and Annual Report to the Members have been dispensed with vide MCA Circular/s and SEBI Circular.

The Notice of the 29th AGM and the Annual Report shall also be made available on the website of the Company at www.spplimited.com.

Members of the Company holding shares in physical form who have not registered their email address with the Company can obtain the Notice of the 29th AGM, Annual Report and/ or login details for joining the 29th AGM through VC/OAVM facility including e-voting, by sending scanned copy of signed request mention his/her name, folio number and complete address; self-attested scanned copy of the PAN Card and any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, to the email address of the Company i.e. cs@spplimited.com.

Members holding shares in demat form can update their email address with their Depository Participants.

Kindly take it on records

Truly Yours,
For, **SPL Industries Limited**




Ashish Yadav
(Company Secretary)



NOTICE

Notice is hereby given that the 29th ANNUAL GENERAL MEETING of the Members of SPL INDUSTRIES LIMITED ("the company") will be held on Saturday, 19th September, 2020 at 10:00 a.m. through Video Conferencing (VC) / Other Audio-Visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mrs. Shashi Agarwal (DIN- 06687549), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Singhi Chugh & Kumar, Chartered Accountants (Firm Registration No. 013613N) as Statutory Auditors of the Company for the financial year 2020-21, who were appointed to hold office from the conclusion of the 25th Annual General Meeting upto to the conclusion of the 30th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Mr. Mukesh Kumar Aggarwal, Managing Director to fix their remuneration for the financial year 2020-21.

SPECIAL BUSINESS:

4. **To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution-**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members of the Company be and is hereby accorded for authorizing the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 Crores [including the money already borrowed by the Company] whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion."

5. **To increase the remuneration of Managing Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution -**

"RESOLVED THAT pursuant to the provisions under Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendment, modifications or re-enactment thereof consent of shareholders be and is hereby accorded to increase the remuneration of Mr. Mukesh Kumar Aggarwal, Managing Director of the Company to Rs. 3,60,00,000/- (say Rupees Three Crores and Sixty Lakhs) per annum as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and that the said remuneration does not exceed the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

6. **To appoint Mr. Vijay Kumar Jindal as a Wholetime Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution -**

"RESOLVED THAT Pursuant to the provisions of Sections 152, 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vijay Kumar Jindal (DIN- 00231517), who was appointed as Additional Director on August 26, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Wholetime Director, be and is hereby appointed as Wholetime Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

7. **To approve remuneration of Mr. Vijay Kumar Jindal, Wholetime Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution -**



“RESOLVED THAT pursuant to the provisions under Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendment, modifications or re-enactment thereof consent of shareholders be and is hereby accorded to approve the remuneration of Mr. Vijay Kumar Jindal, Wholetime Director of the Company to Rs.96,00,000/- (say Rupees Ninety Six Lakhs) per annum as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and that the said remuneration does not exceed the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally /jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit”.

**By order of the Board,
For, SPL Industries Limited**

**Sd/-
Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007**

**Place: Faridabad
Date: August 26, 2020**



NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC / OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS ON ACCOUNT OF THREAT POSED BY COVID-19, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
5. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of certified true copy of the Board Resolution/ Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at cs@spplimited.com to attend the AGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of 29th AGM and the Annual Report 2019-20 will also be available on the Company's website www.spplimited.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA- KFin Technologies Pvt. Ltd. ("KFin") (earlier Karvy Fintech Pvt. Ltd.) at <https://evoting.karvy.com> or <https://emeetings.kfintech.com/>. Shareholders are requested to follow the process as guided below to enable the Company to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password

Physical Holding: Member may send an e-mail request to the Company at cs@spplimited.com or to its RTA - KFin at einward.ris@kfintech.com along with

- a) scanned copy of the signed request letter mentioning your Name, Folio Number, Share certificate number, complete address, email address and mobile number, and
- b) scanned copy of self-attested PAN card

Demat Holding: Members holding shares in dematerialized mode are requested to register / update their email addresses with their relevant Depository Participant.

Alternatively, (for temporary registration for forthcoming 29th AGM only) member may follow the process mentioned above under Physical Holding and send 16 digit DPID & Client ID in place of Folio No. along with scanned copy of self-attested Client Master copy or consolidated Demat Account Statement.

In case of any queries / difficulties in registering the e-mail address, Members may write to cs@spplimited.com or einward.ris@kfintech.com.

7. Members holding share certificate(s) in multiple accounts in identical names or joint accounts in the same order of names, are requested to apply to Company's RTA- for consolidation of such shareholding into one account.
8. The shares of the Company are under compulsory Demat trading. Also, as per Listing Regulations, securities of listed companies can only be transferred in dematerialized form w.e.f. 1 April, 2019 except in case of transmission or transposition of securities. Therefore, Members holding shares in physical form are advised to convert their shares into dematerialized form in their own interest and convenience purpose.
9. All the documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel &



their shareholding and the Register of Contracts & Arrangements in which directors are interested shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting and same may be accessed upon log-in to [https:// evoting.karvy.com/](https://evoting.karvy.com/) or <https://emeetings.kfintech.com/> . Members seeking to inspect such documents can send an email to cs@spplimited.com.

10. In case you have any query relating to the Annual Accounts you are requested to send the same to the Company Secretary at cs@spplimited.com latest by September 12, 2020 so as to enable the management to keep the information ready for replying at the meeting.
11. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. The shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).

12. Information relating to e-voting is as follows:

- i. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as substituted by Companies (Management and Administration) Amendment Rules, 2015) and Regulation 44 of the SEBI (LODR) Regulations 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by KFin Technologies Private Limited ("KFin"). The facility for voting through Poll will be made available at the meeting and the members attending the meeting who have not cast their votes by remote e-voting shall be able to cast their votes at the meeting through insta Poll.
- ii. The members who have voted through remote e-voting may attend the AGM but shall not be entitled to cast their votes again.
- iii. The Company has engaged the services of KFin as the Agency to provide e-voting facility.
- iv. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member/beneficial owner as on **September 12, 2020, being the cutoff date.**
- v. A person, whose name is appearing in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i. e. September 12, 2020**, shall only be entitled to avail the facility of remote e-voting/ poll.
- vi. Any person who becomes a member of the Company after emailing the Notice of the Meeting and holding shares as on the cutoff date may write to Karvy on their e mail ID evoting@karvy.com, or KFin Technologies Private Limited ("KFin") (Unit: SPL Industries Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or contact Mr. Suresh Babu on phone 040-67161517 requesting for User ID and password. After receipt of above credentials, a member may follow the instructions for e-voting to cast his votes.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting his votes through remote e-voting.

13. The Board of Directors of the Company have appointed Mr. Sachin Agarwal (Membership No.5774) a Practising Company Secretary, Proprietor of M/s Agarwal S. & Associates, Company Secretaries, Delhi as the Scrutinizer, for conducting both remote e-voting and Poll voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
14. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will not later than forty eight hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Chairman shall declare the results within forty eight hours of the conclusion of the meeting.

The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.spplimited.com and on the website of KFin i.e. <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

15. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Meeting i.e. September 19, 2020.



16. Instructions for e-voting

- i) Members are requested to carefully read the instructions for e-voting before casting their vote.
- ii) The remote e-voting facility will be open only during the following voting period:

Commencement of remote e-voting : 10:00 a.m. on Wednesday, September 16, 2020
End of remote e-voting : 05:00 p.m. on Friday, September 18, 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin on expiry of remote e-voting period.

iii) The procedure for remote e-voting is as under:

- A. Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- B. Enter the login credentials (i.e. User ID and password mentioned -in the email forwarding the Notice of AGM, or on the Notice of AGM, in case email id is not registered and physical copy of the Annual Report is being received by you). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for e-voting, you may use your existing User ID and password for casting your vote.
- C. After entering these details appropriately, click on "LOGIN".
- D. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- E. You need to login again with the new credentials.
- F. On successful login, the system will prompt you to select the Event Number for SPL Industries Limited, as mentioned in the email forwarding the Notice of AGM along with Annual Report of the company, in case members receiving the documents in electronic form and in the enclosed "Electronic Voting Particulars", in case of a members receiving the documents in physical mode.
- G. On the voting page you will see the Resolution Description and the options "FOR/AGAINST/ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
- H. You may then cast your vote by selecting an appropriate option and click on "Submit".
- I. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- J. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- K. Any person who becomes a member of the Company after emailing the Notice of the AGM and holding shares as on the cut-off date i.e. September 12, 2020, may obtain the User ID and password in the manner as mentioned below:
- L. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD<space> E-Voting EVEN Number+Folio No. or DP ID Client ID to 9212993399**

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL :

MYEPWD <SPACE> 1402345612345678

Example for Physical :

MYEPWD <SPACE> XXXX1234567890



- ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- M. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: sachinag1981@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “SPLIL _EVS Number.”
- N. Once the vote on a resolution is cast by a member, the Member shall not be allowed to modify it subsequently.
- O. In case of any queries, you may refer the ‘Frequently Asked Questions (FAQs) for shareholders’ and ‘e-voting user manual for shareholders’, available at the download section of <https://evoting.karvy.com> or contact KFin at 1800 345 4001 (toll free).

17. Attending the AGM through VC / OAVM

The Company will be providing VC/AOVM facility to enable the members to attend the AGM. Members who are entitled to participate in the AGM can attend the AGM or view the live webcast of AGM by logging on to the website of KFin at <https://emeetings.kfintech.com/> by using their remote e-voting credentials.

- a) Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on “Video Conference” option
 - iv. Then click on camera icon appearing against AGM event of SPL Industries Limited, to attend the Meeting
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- c) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.
- d) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open from 16th September, 2020 (10:00 a.m. IST) to 17th September, 2020 (5:00 p.m. IST). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- e) The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 - i. Upto 1000 Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
 - ii. No restrictions on account of First come first served basis entry into AGM will be applicable to large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee Auditors etc.
 - iii. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM.
 - iv. Members who need assistance before or during the AGM, can contact KFin on 040 -6716 2222 or call on toll free 1800-34-54-001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.



18. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

19. E-voting (insta poll) at the Meeting

After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of September 12, 2020 and who have not cast their vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

20. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being September 12, 2020.

21. The Scrutinizer shall after the conclusion of voting at AGM first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence to his duly authorised Director / officer, who shall countersign the Scrutinizer's Report and shall declare the result forthwith.

22. The Scrutinizer's decision on the validity of the vote shall be final and binding.

23. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.spllimited.com) and on KFin's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously be forwarded to National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges where the Company's shares are listed.

24. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.spllimited.com in the 'Investor' Section, at the earliest soon after the conclusion of the Meeting.

25. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE.****ITEM NO- 4**

The Board of Directors of the Company intends to maintain limit of such sum or sums of money from time to time as may be required for the purpose of the business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from "temporary loans" as explained in section 180(1)(c) of the Companies Act, 2013 obtained by the Company in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 100 Crore (Rupees One Hundred Crore only) over and above the aggregate paid up capital of the Company and its free reserve (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion.

However, as per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a Special Resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves.

Since funds are continuous requirement of an organization and capital is base component of any project, keeping in view of broad-based operations of the Company, its enhanced capital requirement and for its operational efficiency, the Board recommends the resolution set forth in Item No. 4 for the approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

ITEM NO- 5

The Nomination and Remuneration Committee, in its meeting held on 26.08.2020 and the Board of Directors, in its meeting held on 26.08.2020, approved and recommended to shareholders for their approval, the payment of remuneration of Rs. 3,60,00,000/- (say Rupees Three Crores and Sixty Lakhs) per annum to Mr. Mukesh Kumar Aggarwal (holding DIN 00231651), the Managing Director of the Company for remainder of duration of his appointment as Managing Director up to May 15, 2021. The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by the Managing Director of the Company. His efforts are instrumental in converting the Company's fortunes. With his vast experience in textile sector, the Board of Directors considered it to be desirable for approval of remuneration payable to him for his remaining tenure of appointment as Managing Director. Approval of the shareholders is sought for enhanced remuneration payable for the remaining period of existing appointment to Mr. Mukesh Kumar Aggarwal as Managing Director of the Company. Mr. Mukesh Kumar Aggarwal and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Mukesh Kumar Aggarwal under the resolution. The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as Special Resolution.

Except Mr. Mukesh Kumar Aggarwal, himself and his wife Mrs. Shashi Agarwal, Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 5 of the notice.

ITEM NO- 6

Mr. Vijay Kumar Jindal, was appointed as an Additional Director under section 161 of the Companies Act, 2013 with effect from 26.08.2020 who holds the office up to the date of forthcoming Annual General Meeting of the Company. However, in order to regularize his appointment as a Wholetime Director the approvals of the members of the Company are sought.

Except Mr. Vijay Kumar Jindal, himself no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 6 of the notice

ITEM NO- 7

The Nomination and Remuneration Committee, in its meeting held on 26.08.2020 and the Board of Directors, in its meeting held on 26.08.2020, approved and recommended to shareholders for their approval, the payment of remuneration of Rs. 96,00,000/- (say Rupees Ninety Six Lakhs) per annum to Mr. Vijay Kumar Jindal (holding DIN 00231517), the Wholetime Director of the Company for remainder of duration of his appointment as Wholetime Director up to 25.08.2021. The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by the Managing Director of the Company. His efforts are instrumental in converting the Company's fortunes. With his vast experience in textile sector, the Board of Directors considered it to be desirable for approval of remuneration payable to him for his remaining tenure of appointment as Wholetime Director. Approval of the shareholders is sought for remuneration payable for the remaining period of existing appointment to Mr. Vijay Kumar Jindal as Wholetime Director of the Company. Mr. Vijay Kumar Jindal and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Vijay Kumar Jindal under the resolution. The Board recommends the resolution set forth in Item No. 7 for the approval of the Members as Special Resolution.

Except Mr. Vijay Kumar Jindal, himself, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 7 of the notice.



BRIEF RESUME OF THE DIRECTOR SEEKING APPOINTMENT AND RE-APPOINTMENT AT 29TH AGM

[Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	Mr. Vijay Kumar Jindal
Date of Birth and Age	23-07-1957 and 63 Years
Nationality	Indian
Qualification	B. Tech Graduate
Expertise in specific functional area	Marketing and Communications
Date of Appointment	01-01-2004
Remuneration	NIL
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during his tenure - 5 No. of Meetings attended - 5
Relationship with any other Director, Manager and other KMP of the Company	Cousin Brother of Mr. Mukesh Kumar Aggarwal Brother-in-Law of Mrs. Shashi Agarwal
Number of shares held in the company	4,00,900 equity shares
Directorship in other companies	1. BDN Enterprises Private Limited 2. Garments Exporters & Manufacturers Association
Chairman/Membership of committees* across all public companies	NIL

Name	Mrs. Shashi Agarwal
Date of Birth and Age	24-09-1963 and 57 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Designing
Date of Appointment	12-09-2013
Remuneration	NIL
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during his tenure - 5 No. of Meetings attended - 5
Relationship with any other Director, Manager and other KMP of the Company	Wife of Mr. Mukesh Kumar Aggarwal Sister in Law of Mr. Vijay Kumar Jindal
Number of shares held in the compa-ny	14,75,719 equity shares
Directorship in other companies	NIL
Chairman/Membership of committees* across all public companies	NIL

Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee.