

Dated: 2nd September 2019

To
Manager (Listing),
Corporate Relationship Department
The Bombay Stock Exchange Limited,
P.J Towers,
Dalal Street, Mumbai-400001.

Scrip Code : 521206
Subject : Notice of 26th Annual General Meeting

Dear Sir,

Notice is hereby given that 26th Annual General Meeting (AGM) of the members of Samtex Fashions Limited will be held on **Tuesday the 24th day of September 2019 at 10:00 a.m. at Rajdhani Party Lawn, Khasara No. 228, opp. Pathway School, Village Hazipur, Sector-104, Noida, Gautam Buddha Nagar UP 201304 .**

In Compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administrative) Rules 2014 , as amended and Regulation 31 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 the company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic mode.

The facility of voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not cast their vote remote – e voting shall be able to exercise their vote at the AGM through ballot paper. The instructions for e- voting are attached with the Notice of 26th AGM.

Annual Report for the Financial Year -2018-2019 including Notice of AGM is also available on the website of the company <http://samtexfashions.com>

This is for your kind information and acknowledgement.

Thanking You,
Yours Faithfully

For **SAMTEX FASHIONS LIMITED**



KAMINI GUPTA

Company Secretary & GM finance
M.No. F5882



NOTICE

Notice is hereby given that the 26th Annual General Meeting of M/s Samtex Fashions Limited will be held on Tuesday, the 24th September, 2019 at 10:00 A.M. at Rajdhani Party Lawn, Khasara No. 228, opp. Pathway School, Village Hazipur, Sector-104, Noida, Gautam Buddha Nagar UP 201304

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2019 including the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss for the financial year ended on that date, together with the Director's Report and Auditor's Report thereon and also the consolidated Audited Balance Sheet as at 31st March, 2019 and consolidated Statement of Profit and Loss for the year ended 31st March, 2019
2. To appoint a Director in place of Mr. Atul Mittal (DIN 00223366), who retires by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution:-**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Surendra Kumar Gupta (DIN 00223035) the Independent Non-Executive director, who has submitted a declaration that he meets the criteria for independence as provided in the act and SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom based on his evaluation of performance , the Nomination and Recommendation Committee has recommended his re-appointment to the board which was further approved by the board , be and is hereby re-appointed as an Independent, Non –Executive Director on non – rotational basis for second term of 5 (five) consecutive years commencing from September 30, 2019 till September 29, 2024 also simultaneously for waiving the normal provisions for limiting the age to 75 years."

RESOLVED FURTHER THAT Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to take all such act as, matters and things as may be deemed necessary or expedient for giving effect to this resolution."

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Special Resolution:-**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Raman Ohri (DIN 002534078), who has submitted a declaration that he meets the criteria for independence as provided in the act and SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Recommendation Committee has recommended his re-appointment to the board which was further approved by the board be and is hereby re-appointed as an Independent, Non –Executive Director on non – rotational basis for second term of 5 (five) consecutive years commencing from September 30, 2019 till September 29, 2024. ."

RESOLVED FURTHER THAT Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to take all such act as, matters and things as may be deemed necessary or expedient for giving effect to this resolution."

5. To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution:-**

RESOLVED that . Arti Srivastava (DIN 08271421) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f November 14, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 but who is eligible for appointment as director and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."



“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Ms. Arti Srivastava (DIN 08271421), who has submitted a declaration that she meets the criteria for independence as provided in the act and SEBI Listing Regulations and who is eligible for appointment and in respect of whom based on her evaluation of performance, the Nomination and Recommendation Committee has recommended her appointment to the board which was further approved by the board and is hereby appointed as an Independent, Non –Executive Director on non – rotational basis for term of 5 (five) consecutive years commencing from November 14, 2018..

RESOLVED FURTHER THAT Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to take all such act as, matters and things as may be deemed necessary or expedient for giving effect to this resolution.”

6. To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as approved by Board of Directors and Nomination and Remuneration Committee, consent of the members be and is hereby accorded to appoint Mr. Atul Mittal (DIN No. 00223366), as Chairman & Managing Director of the Company for the period of 3 years, with effect from 1st September, 2019 on the terms and remuneration as set out below:

1. Basic Salary: Basic Salary at the Rate of Rs. 80,000/- (Rupees Eighty Thousands) per month.
2. Provision of Residential Accommodation / (Rent in lieu) at an expenditure not exceeding Rs. 50,000/- (Rupees Fifty Thousands) per month .
3. Medical reimbursement per annum not exceeding one month Basic Salary.
4. Leave Travel Allowance per annum not exceeding one month Basic Salary.
5. Provident Fund Contribution at such rates as may be applicable as per law from time to time.
6. Gratuity at the rate of ½ month basic salary for each completed year of service.

In addition to the above, he shall also be entitled to the Telephone and Car for use of Company's Business. These will not be considered as perquisites.

By order of the Board
For **SAMTEX FASHIONS LIMITED**

Sd/-
KAMINI GUPTA
Company Secretary & GM Finance
FCS 5882

Place : New Delhi
Date : 27.08.2019

REGISTERED OFFICE & WORK

Plot No. 163, Udyog Vihar,
Greater Noida
Gautam Buddha Nagar , UP 201308
E-Mail : samtex.compliance@gmail.com
Website: www.samtexfashions.com
CIN : L17112UP1993PLC022479

NOTES :

- A). **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF. A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be received by the company not less than 48 hours before the scheduled time of meeting. A blank proxy form is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not



exceeding (50) fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

- b) Pursuant to Provision of Section 91 of the Companies Act, 2013, the Register of Member and Share Transfer Books of the Company will remain closed from 18-09-2019 to 24-09-2019 (both days inclusive) for the purpose of AGM.
- c) Members/Proxies should bring the Attendance Slip send herewith duly filled up for attending the meeting.
- d) Members are requested to communicate change in their address/ residential status, if any to the Company, quoting respective folios in case their holdings in physical form, and their Depository Participant (DPs) in respect of their holdings in dematerialized form.
- e) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least Ten days before the date of meeting, so that any information required by the members may be made available at the meeting.
- f) The Notice of the 26th Annual General Meeting and instructions for remote e-voting, along with the attendance Slip, Proxy Form and the Annual Report 2018-19, is being sent by electronic mode to all members whose email addresses are registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s) unless a member has requested for a hard copy of the same.
- g) Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website [www.samtexfashions.com] for their download. The physical copies of the aforesaid documents and documents referred to in the notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Corporate Office during 11:00 A.M. to 1:00 P.M. on all working days up to the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [samtex.compliance@gmail.com].
- h) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every applicant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Member holding the shares in physical form their PAN details to the Company.
- i) Member are requested to inform the Company's Registrar and Share Transfer Agent i.e Beetal Financial & Computer services (P) Ltd. , Beetal House, 3rd Floor , 99 Madangir , Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi-110062 about the changes, if any, in their registered address along with the PIN code , quoting their Folio No. and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
- j) Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by Ministry of Corporate Affairs and to avail remote e- voting facility in respect of the resolutions which would be passed at the General Meeting of the Company.
- k) Pursuant to the prohibition imposed vide Secretarial Standard on General Meeting (SS-2) issued by the ICSI and MCA circular, no gift /coupons shall be distributed at the Meeting.
- l) Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special Business at Item no. 3 to 6 of the above notice is annexed hereto.

Process and Manner for Members opting for Remote E- Voting :

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 17, 2019, i.e. Cutoff Date, are entitled to vote on the Resolutions set forth in this Notice.



Remote e-voting is optional.

The remote e-voting period will commence on Saturday, September 21, 2019 at 10.00 A.M. (IST) and ends on Monday, September 23, 2019 at 5.00 P.M. (IST).

The facility for voting by ballot/polling paper shall also be made available at the Annual General Meeting (AGM) and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. A person who is not a member as on the cutoff date should treat this Notice for information purposes only.

Mr. Deepak Kukreja, Practicing Company Secretary, FCS No: 4140 proprietor M/s Deepak Kukreja & Associates, has been appointed to act as the Scrutinizer to scrutinize the remote e-voting process and voting by ballot/polling paper at the AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

The Scrutinizer shall immediately after the conclusion at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make in writing, of conclusion of the AGM, a consolidated Scrutinizer's Report to the Chairman or any person authorized by him, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The manner in which members have cast their votes, that is, affirming or negating the resolution(s), shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast in the AGM. However for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, the scrutinizer shall have access, after the closure of period for remote e-voting and before the start of the AGM, details relating to members, such as their names, folios, number of shares held and such other information that the scrutinizer may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.

The result of the remote e-voting along with the result of the poll conducted at the AGM and the Scrutinizer's Report shall be sent to stock exchanges, where the securities of the Company are listed and placed on the Company's website "www.samtexfashions.com" immediately after the results are declared by the Chairperson.

- m) Members are requested to bring their copy of the Annual Report to the meeting.
- n) The Complete details of the instruction for e- voting is annexed to this Notice.

Process and Manner for Members opting for Remote E- Voting:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and the business may be transacted through E- Voting Services provided by Central Depository Services (India) Limited (CDSL):

1. Instruction for Remote E-Voting:-

(A) The instruction for members for voting electronically is as under:-

- (i) The remote e- voting period begins on Saturday, **September 21, 2019 at 10.00 A.M. (IST) and ends on Monday, September 23, 2019 at 5.00 P.M. (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Tuesday, September 17, 2019 may cast their vote electronically. The remote e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the (remote) e- voting website www.evotingindia.com/www.evoting.nsd.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now select "SAMTEX FASHIONS LIMITED" from the drop down menu and click on "SUBMIT"
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.



- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company an which they are eligible to vote, provided that Company opts for remote e- voting through CDSL platform, It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for remote e- voting or the resolutions contained in this Notice.
- (xii) Click on the EVSN for "Samtex Fashions Limited" on which you choose to vote
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT"; a confirmation box will be displayed. If you wish to confirm your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (xxi) Note for institutional Shareholders/ non individual/custodians :-
- Institutional shareholders/ Non individual (i.e. other than Individuals, HUF, NRI etc.)and custodians are required to Log on to <https://www.evotingindia.co.in> and register themselves as Corporate and custodians respectively.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case you have any queries or issues regarding remote e- voting, you may refer the Frequently Asked Questions ("FAQs") and (remote) e- voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the remote e- voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.samtexfashions.com and on the website of CDSL and the same be communicated to the Stock Exchange(s).

- (D) The term Members has been used to denote Shareholders of "Samtex Fashions Limited"

Poll at the Meeting

After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting and poll as stated above. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date and who have not cast their vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM

A route map and prominent land mark for easy location to the venue of AGM is attached to this Notice.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee , the Board of Directors re-appoint Mr. S.K. Gupta (DIN00223035) as an Independent Non executive Director on non –rotational basis for the second term of five consecutive years commencing 30th September, 2019 to 29th September, 2024. The company has in terms of section 160(1) of the Act, received in writing a notice proposing his candidature for the office of the Director.

He is a persons of integrity and posses relevant experience. Mr. S.K. GUPTA meets the criteria of independence prescribed under section 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Special resolution for their appointment set out in Item no.3 of the notice calling AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Surender Kumar Gupta is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 3 of the Notice Calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office/ corporate office of the Company during business hours on any working day.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee , the Board of Directors re-appointed Mr. Raman Ohri (DIN 02534078) as an Independent Non executive Director on non –rotational basis for the second term of five consecutive years commencing 30th September, 2019 to 29th September, 2024 The company has in terms of section 160(1) of the Act, received in writing a notice proposing his candidature for the office of the Director.

He is a persons of integrity and posses relevant experience. Mr. Raman Ohri meets the criteria of independence prescribed under section 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director .

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Special resolution for their appointment set out in Item no.4 of the notice calling AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Raman Ohri is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the Notice Calling AGM.



Necessary documents in this regard are available for inspection by the Members at the registered office/ corporate office of the Company during business hours on any working day.

Item No. 5

Ms. Arti Srivastava (DIN- 08271421) was appointed as an additional Director of the Company wef 14th November, 2018 and her tenure as Additional Director is up to the conclusion of this Annual General Meeting, however she was appointed as Independent Director for consecutive period of five years effective from November 14, 2018 subject to the approval of shareholders..

Based on the recommendation of the Nomination and Remuneration Committee , the Board of Directors appointed her as an Independent Non executive Director on non –rotational basis for term of five consecutive years from the November 14, 2018 The company has in terms of section 160(1) of the Act, received in writing a notice proposing her candidature for the office of the Director.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed resolution for her appointment set out in Item no.5 of the notice calling AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Arti Srivastava is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 5 of the Notice Calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office/ corporate office of the Company during business hours on any working day.

ITEM NO. 6

Mr. Atul Mittal (DIN- 00223366) is appointed as Chairman & Managing Director of the Company w.e.f. 1st September, 2019 for a period of 3 years.

Mr. Atul Mittal is a Commerce Graduate, belonging to an Industrialist family and is having the managerial experience of about 16 years in Samtex Fashions Limited. He has put his sincere efforts and hard work for the growth and development of the Company.

Pursuant to the provisions of Sections 196,197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014, the Nomination and Remuneration Committee recommend to the board of director and Board of Directors in its meetings held on 27th August,2019 approved the appointment of Mr. Atul Mittal, as Chairman & Managing Director, for 3 years w.e.f 1st September, 2019, on the remuneration as set out in the Resolution.

The company has also received a request in writing from member of the company proposing his candidature as director.

Accordingly, item no.6 is recommended for approval as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Atul Mittal is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 6 of the Notice Calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office/ corporate office of the Company during business hours on any working day.

STATEMENT CONTAINING THE RELEVANT DETAILS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 ARE AS STATED HEREUNDER:

GENERAL INFORMATION

- Samtex Fashions Ltd. is engaged in the business of manufacturing & selling of Ready Made Garments. And is in operations since 1994.
- The company is incurring losses in the past three years .

INFORMATION ABOUT THE APPOINTEE

Mr. Atul Mittal is a Commerce Graduate, belonging to an Industrialist family and is having the managerial experience of about 16 years in Samtex Fashions Limited. He has put his sincere efforts and hard work for the growth and development of the Company

This may also be considered as an abstract of the Terms and Conditions of the appointment of the Managing Director and the Memorandum of interest in pursuance of Section 190 of the Companies Act, 2013.



Details of Directors seeking appointment/ Reappointment at the ensuing Annual General Meeting under Regulation 36(3) of SEBI (LODR) 2015 and Secretarial Standard-2 on General Meeting).

Name of the Director	Mr. Atul Mittal
Date of Birth	25-04-1977
Date of Appointment	29-07-2002
Qualification	Graduate
Expertise in specific functional areas	General Management
List of Directorship held in other Companies as on 31 st March, 2019	ARLIN Foods Limited and ARLIN Exim Pvt. Limited
Chairman/Member of the Committees of the Board of Public Companies on which he is a Director as on 31 st March, 2019	Chairman- NIL Membership-3
Shareholding in the Company as on 31 st March, 2019:- Equity Shares in Numbers	2600000
Relationship with other Directors	None

Independent Directors :-

Name of the Director	Mr. Surendra Kumar Gupta	Mr. Raman Ohri	Ms. Arti Srivastava
Date of Birth	24.05.1949	07.07.1954	08.03.1984
Date of Appointment	29.07.2002	27.01.2009	14.11.2018
Qualification	Graduate	Graduate	Postgraduate & Masters Diploma
Expertise in specific functional areas	Administrative	Administrative	Administrative
List of Directorship held in other Companies	SSA International Ltd.	Arlin Food Ltd.	Nil
Chairman / Member of the Committees of the Board of Public Companies on which he is a Director	Chairman - Three Member -Three	Member – Three	Member – Three
Shareholding in the Company as on 31st March,2019 : – Equity Shares in Numbers	Nil	Nil	Nil
Relationship with other Directors	None	None	None

By order of the Board
For **SAMTEX FASHIONS LIMITED**

Sd/-
KAMINI GUPTA
Company Secretary & GM Finance
FCS 5882

Place : New Delhi
Date : 27.08.2019

REGISTERED OFFICE & WORK

Plot No. 163, Udyog Vihar,
Greater Noida
Gautam Buddha Nagar , UP 201308
E-Mail : samtex.compliance@gmail.com
Website: www.samtexfashions.com
CIN : L17112UP1993PLC022479



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-11

26th ANNUAL GENERAL MEETING-SEPTEMBER 24TH, 2019

Name of the member(s):	
Registered address	
E-mail Id	
Folio no/ DPID- Client Id	

I/We, being the member(s) of.....Shares of the above named company, hereby appoint:

- Name:Address:
Email Id:Signature:or falling him/her
- Name:Address:
Email Id:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **26th ANNUAL GENERAL MEETING** of the company to be held at Rajdhani Party Lawn, Khasara No. 228, opp. Pathway School, Village Hazipur, Sector-104, Noida, Gautam Buddha Nagar UP 201304 on **Tuesday, the 24th September, 2019 at 10:00 A.M** or at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of standalone and consolidated Audited Financial Statement of the Company for the year ended 31 st March, 2019 including the Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon.		
2.	Appoint a director in place of Mr. Atul Mittal (DIN: 00223366), who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3.	Reappointment of Non –executive Independent Director Mr. S K Gupta for further five years on non- rotational basis.		
4.	Reappointment of Non –executive Independent Director Mr. Raman Ohri for further five years on non- rotational basis.		
5.	Regularisation of Ms. Arti Srivastava, appointed earlier as Aadditional Director – independent women director as Non –executive Independent Director for five years on non- rotational basis.		
6.	Reappointment of Mr. Atul Mittal as Chairman & Managing Director with remuneration for 3 years.		

Signed this.....day of.....2019.

Signature of Shareholder..... Signature of Proxy Holder(s).....

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 26th Annual General Meeting.
- It is optional to put an 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.
- Please complete all details including detail of member(s) in above box before submission.



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ATTENDANCE SLIP

Folio No. /DP ID/Client ID :.....

Name & Address :.....

.....

Name(s) of joint holder(s),if any :.....

No. of shares held:.....

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the 26th Annual General Meeting of the Company on Tuesday, the **24th September, 2019 at 10:00 A.M at Rajdhani Party Lawn, Khasara No. 228, opp. Pathway School, Village Hazipur, Sector-104, Noida, Gautam Buddha Nagar UP 201304**

.....

Full name of proxy (in case of proxy)

.....

Signature of first holder/proxy

.....

Signature of joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting.