

16.08.2019

To,  
Listing Compliance,  
National Stock Exchange India Limited,  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra –(East).  
Mumbai-400051.

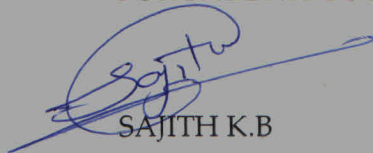
Sub: Intimation of Book Closure pursuant to Regulation 42 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Member and Share Transfer Books of the Company will remain closed from 06.09.2019 to 12.09.2019 (both days :inclusive) for taking record of the Members of the Company for the purpose of Annual General Meeting, E-Voting and Book Closure.

| Symbol | Type of security | Book Closure both dates inclusive |            | Record Date | Purpose   |
|--------|------------------|-----------------------------------|------------|-------------|---|
| SALONA | Equity           | From                              | To         | 05.09.2019  | Annual General Meeting, E-Voting and Book Closure |
|        |                  | 06.09.2019                        | 12.09.2019 |             |   |

Kindly take the same on your record and display the same on the website of your Stock Exchange.

FOR SALONA COTSPIN LIMITED



SAJITH K.B

COMPANY SECRETARY

**SPINNING YARN TO PERFECTION**

Regd. Off. / Mills : SF No. 74/12 & 75/3, Sathy Main Road,  
Pungampalli, Valipalayam (P.O) Sathy T.K - 638 402. Tamilnadu.  
GSTIN : 33AACCS4554N1Z3 PAN No.: AACCS4554N  
CIN No. L17111 TZ 1994 PLC 004797



16.08.2019

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051

Dear Sir,

**Sub: Intimation of Annual General Meeting, E-Voting and Book Closure – Reg.**

We wish to inform you that the Board of Directors at their meeting held on 27.05.2019 have decided the following.

**Date of Annual General Meeting** : Thursday, 12<sup>th</sup> September 2019  
**Book closure period** : 06.09.2019 to 12.09.2019  
(Both days inclusive)  
**E-Voting Cut-off date** : 05<sup>th</sup> September 2019  
**E-Voting period** : Begins on 09<sup>th</sup> September, 2019 at 9.00 AM and ends on 11<sup>th</sup> September 2019 at 5.00 PM

**Purpose of Announcement:** Book closure for 25<sup>th</sup> Annual General Meeting and Dividend. (Directors recommended dividend @0.60 per share for the financial year 2018-19 at their meeting held on 27.05.2019).

**Please find enclosed a copy of the Notice of 25<sup>th</sup> Annual General Meeting of the company.**

Kindly take on the record the above information.

Thanking you,

Yours faithfully,  
For SALONA COTSPIN LIMITED



SAJITH K.B  
COMPANY SECRETARY

**SPINNING YARN TO PERFECTION**



Regd. Office : S.F. No. 74/12 & 75/3, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402

CIN : L17111TZ1994PLC004797 Phone : 0422 - 2454415, 2454416, 2454417

E-mail : info@salonagroup.com

Web : www.salonacotspin.com

## NOTICE OF 25th ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of the members of the Company will be held on Thursday, the 12<sup>th</sup> September 2019 at 10.30 AM at the Registered Office of the Company at S.F.No.74/12 and 75/3 Sathy Road, Pungampalli Village, Sathyamangalam - 638 402 Erode District, Tamil Nadu to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Accounts together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2019.
2. To Declare a Dividend
3. To Appoint a Director in the place of Sri Arunkumar Jhajharia (DIN:00003086) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. Re-appointment of Sri G.V.S. Desikan (DIN: 00050597) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED** that in terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for continuation of present term of Directorship of Sri G.V.S. Desikan (DIN: 00050597) as a Non-Executive Independent Director, who has attained the age of 75 years.

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment there of for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Sri. G.V.S. DESIKAN (DIN: 00050597), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of Listing Regulations and

who is eligible for re-appointment, be and is here by reappointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from close of business hours on 28th September, 2019, not liable to retire by rotation

5. **Re-appointment of Sri Dhiresh Jayasi (DIN: 06931744) as an Independent Director and In this regard to consider and If thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment there of for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Sri. Dhiresh Jayasi (DIN: 06931744), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of Listing Regulations and who is eligible for re-appointment, be and is here by reappointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from close of business hours on 28th September, 2019, not liable to retire by rotation

6. **Ratification of remuneration payable to Cost Auditor and In this regard to consider, If thought fit, to pass the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to Section 148 of the Companies Act 2013, and Companies (Audit and Auditors) Rules 2014, as amended from time to time, appointment made by the Board of Directors of the Company on the recommendation of the Audit Committee, of Sri B. Venkateswar, Cost Accountant, Coimbatore as Cost Auditor for conducting the audit of the Cost records of the Company for the financial year 2019-20 and remuneration of Rs. 20,000/- plus taxes as applicable and reimbursement of out of pocket expenses for the financial year ending 31st March 2020, be and is hereby ratified and confirmed.

**By order of the Board**

Place: Coimbatore  
Dated : 13<sup>th</sup> August 2019

(Sd/-)  
K.B. Sajith  
Company Secretary  
ACS No: 35602



**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
  2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.
  3. The Register of Members and Share Transfer Books of the Company will remain closed from 06.09.2019 to 12.09.2019 (both days inclusive) in connection with the Annual General Meeting.
  4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/ Depositories. NECS Form is attached to the Notice to the Members for providing details, if not provided.
  5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market; Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts; Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/the Company.
  6. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules 2012 (IEPF Rules) which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2010-11, as on the date of the 17<sup>th</sup> Annual General Meeting (AGM) held on 08<sup>th</sup> September 2011 on the website of the IEPF viz [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz. [www.salonacotspin.com](http://www.salonacotspin.com)
  7. The relevant details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
  8. Electronic copy of the Annual Report 2019 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2019 is being sent in the permitted mode. Positive consent letter is attached to the Notice to the Members for giving consent to receive documents in electronic mode.
  9. Electronic copy of the Notice of the 25<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members
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whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 25<sup>th</sup> Annual General Meeting of the Company interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

10. Members may also note that the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report 2019 will also be available on the Company's website [www.salonacotspin.com](http://www.salonacotspin.com) for download. The Physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. 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 [info@salonagroup.com](mailto:info@salonagroup.com).

11. **Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL)

12. Sri.B. Krishnamoorthi F.C.A., Practicing Chartered Accountant (Membership No.20439) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

13. **The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on 09<sup>th</sup> September 2019 at 9.00 AM and ends on 11<sup>th</sup> September 2019 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 05<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on Shareholders.

(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.

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- (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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| <b>PAN</b>  | <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"> <li>▪ 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.</li> <li>▪ 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.</li> </ul> |
| <b>Dividend Bank Details<br/>OR<br/>Date of Birth<br/>(DOB)</b>   | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>▪ If both 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 (v).</li> </ul>  |

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) Members holding shares in physical form will then directly reach 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 on which they are eligible to vote, provided that company opts for 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.
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN relevant to "SALONA COTSPIN LIMITED" on which you choose to vote.
- (xv) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xvii) 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 "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xx) If a Demat account holder has forgotten the login 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 Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

14. In case of members receiving the physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - b) The voting will be available from 09<sup>th</sup> September 2019, 9.00 A.M. to 11<sup>th</sup> September, 2019, 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in the dematerialized form, as on 05<sup>th</sup> September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
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15. In case of members desiring to exercise vote by Ballot:
- a) A Member desiring to exercise vote by Ballot should complete the Ballot Form and send it to the Scrutinizer. Members are requested to read the instructions contained on the reverse of the Ballot Form and follow the same.
  - b) As the Company, being a Listed Company and having more than 1000 Shareholders, is compulsorily required to provide e-voting facility to its members in terms of Section 108 of the Companies Act, 2013 read with the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 25<sup>th</sup> Annual General Meeting in view of provisions of Sec 107 read with Sec 114 of the said Act. Hence the items of Business given in this notice are proposed to be transacted through electronic voting/poll. The voting rights are available to the members who are the members as on 05<sup>th</sup> September, 2019 (cutoff date for the purpose of exercising voting rights).
  - c) In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by Ballot form shall complete the enclosed Ballot Form with assent (for) or dissent (against) and sent it to Sri. B. Krishnamoorthi, Practicing Chartered Accountant (Membership No. 20439) Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore 641 006, so as to reach him on or before 11<sup>th</sup> September 2019. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
16. Kindly note that members can opt for only one mode of voting i.e., either by physical ballot or through e-voting. If members are opting for e-voting then do not vote by Physical Ballot or vice versa. However, in case of Members casting their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make not later than three days of the conclusion of the meeting, a consolidated scrutinizer report of the total votes cast in favour or against, if any to the Chairman of the Company.
18. The Results will be declared along with the Scrutinizer's Report and placed on the Company's website [www.salonacotspin.com](http://www.salonacotspin.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M to 5.00 P.M.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
20. The Route Map to the Venue of the Annual General Meeting is attached to the Proxy Form / Attendance Slip.
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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No.4 & 5**

Securities and Exchange Board of India in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in Regulation 17 (1A), has mandated vide its notification dt : 9 May, 2018, that no Director shall continue the directorship as non-Executive Director who attains the age of 75 years unless a special resolution is passed by the members for this purpose. Sri G.V.S.Desikan has crossed the age of seventy five years. The Company will benefit by his continued association and guidance as a Member of the Board. Accordingly, the Board recommends the resolution in relation to continuation of Sri G.V.S.Desikan, who has crossed the age of 75 years as a non-Executive Independent Director, for the approval by the shareholders of the Company. Except Sri G.V.S.Desikan, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Sri G.V.S. Desikan (DIN: 00050597) and Sri Dhires Jayasi (DIN: 06931744) were appointed as Independent Non-Executive Directors of the Company by the Shareholders at the 20<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2014 to hold office for a term of five (5) consecutive years up to close of business hours on 28<sup>th</sup> September 2019. As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing a Special Resolution by the Company for another term of up to five consecutive years.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Sri G.V.S. Desikan and Sri. Dhires Jayasi has recommended their re-appointment as Independent Directors for a second term of five (5) consecutive years with effect from close of business hours on 28<sup>th</sup> September, 2019. Further, the Board of Directors are of the opinion that the continued association of Sri G.V.S. Desikan and Sri. Dhires Jayasi would be immensely beneficial to the Company.

Sri G.V.S.Desikan and Sri.Dhires Jayasi are not disqualified from being appointed as Directors in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ('SEBI') order or any other such authority. They have given their consent to act as Directors along with the declaration stating that they meet the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Sri G.V.S.Desikan and Sri.Dhires Jayasi fulfill the conditions specified under the Act read with the rules made there under and the Listing Regulations for their re-appointment as Independent Non-Executive Directors of the Company and are independent of the management. The Company has also received notices in writing from members under Section 160 of the Act proposing the candidature of Sri G.V.S.Desikan and Sri.Dhires Jayasi for the office of Independent Directors of the Company. Copy of the draft letter for appointment of Sri G.V.S.Desikan and Sri.Dhires Jayasi as Independent Non-Executive Directors setting out the terms and conditions would be available for inspection

without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any business day.

Accordingly, the Board recommends Special Resolutions in relation to eligibility and reappointment of Sri G.V.S.Desikan and Sri.Dhiresb Jayasi as Independent Directors for another term of five (5) consecutive years, for approval by the Shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms a part of this Notice

**Interest of Directors:**

Except Sri G.V.S.Desikan and Sri.Dhiresb Jayasi, being the proposed appointee(s), respectively, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out as Item No. 4&5 of the accompanying Notice of the AGM.

**Item No. 6**

The Board, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration to Sri B. Venkateswar, Cost Accountant, Coimbatore, the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020.

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item no.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2020.

None of the Directors, Key Personnel or their relatives are in any concerned or interested in this resolution.

**By order of the Board**

**K.B. Sajith**  
**Company Secretary**  
ACS No: 35602

Place : Coimbatore  
Date : 13<sup>th</sup> August, 2019

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## ANNEXURE TO THE NOTICE

### RE-APPOINTMENT OF DIRECTORS

A brief resume in respect of Director seeking reappointment is given below in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 .

|    |   |  |
|----|---|--|
| 1  | Name  | <b>ARUN KUMAR JHAJHARIA</b>  |
| 2  | Date of Birth & Age                                   | 30/06/1972, 46 Years   |
| 3  | DIN   | 00003086   |
| 4  | Date of Appointment                                   | 12/02/2018   |
| 5  | Qualification   | B. Com.,   |
| 6  | Experience  | Sri Arun Kumar Jhajharia has about two decades of experience in the fields of Textile, finance and administration.                     |
| 7  | Other Directorships                                   | SRI SADHYAA EXPORTS PRIVATE LIMITED<br>SHRISTI COTSPINN PRIVATE LIMITED  |
| 8  | Member of Committee                                   | NIL  |
| 9  | Member of Committee in Other Public Limited Companies | NIL  |
| 10 | Number of Shares held in the Company                  | 311671 equity shares of Rs. 10/- each  |
| 11 | Board Position Held                                   | Director (Non-Executive, Non-Independent)  |
| 12 | Terms and conditions of appointment/reappointment     | Subject to Shareholders' approval to be re appointed as Director (Non-Executive, Non independent). He is liable to retire by rotation. |
| 13 | Remuneration paid for the financial year              | Information disclosed in the Corporate Governance Report   |
| 14 | Relationship with other Directors                     | Son of Managing Director and brother of Joint Managing Director  |



**RE-APPOINTMENT OF INDEPENDENT DIRECTORS**

|    |   |   |
|----|---|---|
| 1  | Name  | <b>G.V.S.DESIKAN</b>  |
| 2  | Date of Birth & Age                                   | 09/10/1932, 86 Years  |
| 3  | DIN   | 00050597  |
| 4  | Date of Appointment                                   | Original Date of Appointment is 23.02.1995. Appointed as an Independent Director in the Annual General Meeting held on 29.09.2014 for a period of 5 years up to 28.09.2019. |
| 5  | Qualification   | B.Sc., B.Sc., (Tech)  |
| 6  | Experience  | More than 63 years of experience in Textile Industries.   |
| 7  | Other Directorships                                   | K G Denim Limited   |
| 8  | Member of Committee                                   | 3   |
| 9  | Member of Committee in Other Public Limited Companies | 1   |
| 10 | Number of Shares held in the Company                  | 1000 equity shares of Rs. 10/- each   |
| 11 | Board Position Held                                   | Director (Non-Executive, Independent)   |
| 12 | Terms and conditions of appointment/reappointment     | Subject to Shareholders' approval to be re-appointed as Director (Non-Executive, Independent).<br>He is not liable to retire by rotation.                                   |
| 13 | Remuneration paid for the financial year              | Information disclosed in the Corporate Governance Report  |
| 14 | Relationship with other Directors                     | Nil   |

|    |   |   |
|----|---|---|
| 1  | Name  | <b>DHIRESH JAYASI</b>   |
| 2  | Date of Birth & Age                                   | 29/11/1954, 64 Years  |
| 3  | DIN   | 06931744  |
| 4  | Date of Appointment                                   | Original Date of Appointment is 25.07.2014 Appointed as an Independent Director in the Annual General Meeting held on 29.09.2014 for a period of 5 years upto 28.09.2019. |
| 5  | Qualification   | M.Tech  |
| 6  | Experience  | 35 years' experience in Management  |
| 7  | Other Directorships                                   | NIL   |
| 8  | Member of Committee                                   | 2   |
| 9  | Member of Committee in Other Public Limited Companies | 1   |
| 10 | Number of Shares held in the Company                  | Nil   |
| 11 | Board Position Held                                   | Director (Non-Executive, Independent)   |
| 12 | Terms and conditions of appointment/reappointment     | Subject to Shareholders' approval to be re-appointed as Director (Non-Executive, Independent). He is not liable to retire by rotation.                                    |
| 13 | Remuneration paid for the financial year              | Information disclosed in the Corporate Governance Report  |
| 14 | Relationship with other Directors                     | Nil   |

**By order of the Board**

Place : Coimbatore  
Date : 13<sup>th</sup> August, 2019

**K.B. Sajith**  
**Company Secretary**  
ACS No: 35602



Regd. Office : S.F. No. 74/12 & 75/3, Sathy Road, Pungamapalli Village, Sathyamangalam - 638402  
CIN : L17111TZ1994PLC004797 Phone : 0422-2454415, 2454416, 2454417  
E-mail : info@salonagroup.com Web : www.salonacotspin.com

## PROXY FORM

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

1. Name of the Member(s) : .....
2. Registered Address : .....  
.....
3. E-mail ID : .....
4. Folio/DP ID - Client ID No. : .....

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

1. Name : .....  
Address : .....  
.....  
E-mail ID : .....  
Signature : ..... of failing him
2. Name : .....  
Address : .....  
.....  
E-mail ID : .....  
Signature : ..... of failing him
3. Name : .....  
Address : .....  
.....  
E-mail ID : .....  
Signature : ..... of failing him

As my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 25th Annual general meeting of the company, to be held on the Thursday, 12th day of September 2019 at 10.30 A.M. at the Registered Office of the Company at S.F. No. 74/12 and 75/3 Sathy Road, Pungampalli Village, Sathyamangalam-638 402 and at any adjournment thereof in respect of such resolution as are indicated below :

| Resolution No.           | Resolution  | Type of Resolution | Optional* |         |
|--------------------------|---|--------------------|-----------|---------|
|                          |   |                    | For       | Against |
| <b>Ordinary Business</b> |   |                    |           |         |
| 1.                       | Adoption of the audited Statement of Accounts together with report of Board of Directors and Auditors for the year ended 31st March, 2019 | Ordinary           |           |         |
| 2.                       | Declare Dividend  | Ordinary           |           |         |
| 3.                       | Re-appointment of Sri Arunkumar Jhajaria (DIN:0003086), who retires by rotation, as Director  |                    |           |         |
| <b>Special Business</b>  |   |                    |           |         |
| 4.                       | Re-appointment of Sri. G.V.S. Desikan (DIN: 00050597) as an Independent Director  | Special            |           |         |
| 5.                       | Re-appointment of Sri Dhiresh Jayasi (DIN: 06931744) as an Independent Director   | Special            |           |         |
| 6.                       | Ratification of remuneration to Cost Auditor Sri B. Venkateswar.  | Ordinary           |           |         |

Note : Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

|   |   |
|---|---|
| <p>Signed this ..... day of ..... 2019</p> <p>Signature of the Shareholder .....</p> <p>Signature of Proxy holder .....</p> | <div style="border: 1px solid black; width: 100%; height: 100%; display: flex; align-items: center; justify-content: center;"> <p>Affix Re.1<br/>Revenue Stamp</p> </div> |
|---|---|

**NOTES :**

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.
5. \*It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.





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E-mail : info@salonagroup.com

Web : www.salonacotspin.com

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### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint Shareholders may obtain additional Slip at the venue of the meeting.

|            |  |
|------------|--|
| DP Id*     |  |
| Client Id* |  |

|               |  |
|---------------|--|
| Folio No.     |  |
| No. of Shares |  |

NAME AND ADDRESS OF THE SHAREHOLDERS :

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 12<sup>th</sup>, 2019 at 10.30 A.M. at the Registered Office of the Company at S.F.No. 74/12 and 75/3, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402.

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Singature of Shareholder/Proxy

\* Applicable for investors holding shares in electronic form.



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E-mail : info@salonagroup.com

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Dear shareholders

Sub: Service of Documents through Electronic Mode

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Shareholders for depositing dividends, Dividends will be credited to the Members bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors.

Accordingly, Shareholders holding shares in Physical form may kindly arrange to forward the appended NECS form duly completed and signed to our Registrar and Share Transfer Agent for necessary action. Shareholders holding shares in DEMAT/ELECTRONIC form may kindly arrange to update their bank particulars with their respective Depository Participants.

Thanking You

Yours Sincerely

For SALONA COTSPIN LIMITED

K.B. Sajith

Company Secretary

**NATIONAL ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)**

To

**MANDATE FORM**

**SALONA COTSPIN LIMITED**

Register Office: SF No. 74/12 & 75/3, Sathy Road  
Pungampalli Village, Sathyamangalam - 638 402  
Phone: 0422 - 2454415/16/17

Dear Sir

Sub: Change in mode of payments to NECS

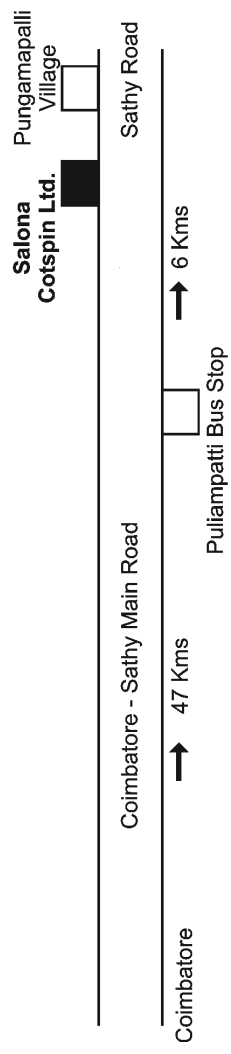
I/we hereby consent to have the amount of dividend on my/ our equity shares credited through National Electronic Clearing Service (NECS) particulars are as under

1. Folio Number : .....
2. Shareholders Name : .....
3. Address : .....
4. Particulars of the Bank : .....
- i) Name of the Bank / Branch and address :
- ii) 9 Digit Code No. of the Bank and Branch .....
- Tel No. .... ( Please attach a photocopy/cancelled cheque issued by your bank)
- iii) Account No. .... Account type: S.B./Current / Cash Credit
- iv) Date from which mandate should be effective .....

I/we hereby declare that particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold Company / Registrar and Share Transfer Agent of the Company responsible. I also undertake to advise any change in the particular of my account of facilitate updation of records for purpose of credit of dividend amount through NECS.

Signature of the Shareholders

## ROUTE MAP TO AGM HALL





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## BALLOT FORM

(In lieu of E-voting)

Sr. No. \_\_\_\_\_

|    |   |  |
|----|---|--|
| 1. | Name of the Sole/ First Member                |  |
| 2. | Name(s) of Joint Member(s), if any            |  |
| 3. | Registered Folio No./DP ID No./ Client ID No. |  |
| 4. | Number of shares held                         |  |

I/We hereby exercise my/our vote(s) in respect of the following Resolutions to be passed through e-voting/ Ballot for the business stated in the Notice of 25<sup>th</sup> Annual General Meeting to be held on 12<sup>th</sup> September 2019 by conveying sending my/our assent (for) or dissent (against) the said Resolutions by placing the tick mark (✓) at the appropriate box below:

| Item No. | Description   | Type of Resolution | No of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|----------|---|--------------------|--------------|-------------------------------------|--|
| 1.       | Adoption of the audited Statement of Accounts together with report of Board of Directors and Auditors for the year ended 31st March, 2019 | Ordinary           |              |                                     |  |
| 2.       | Declare Dividend  | Ordinary           |              |                                     |  |
| 3.       | Re-appointment of Sri Arunkumar Jhajharia (DIN: 00003086), who retires by rotation, as Director   | Ordinary           |              |                                     |  |
| 4.       | Re-appointment of Sri G.V.S. Desikan (DIN: 00050597) as an Independent Director   | Special            |              |                                     |  |
| 5.       | Re-appointment of Sri Dhires Jayasi (DIN: 06931744) as an Independent Director  | Special            |              |                                     |  |
| 6.       | Ratification of remuneration to Cost Auditor Sri B. Venkateswar   | Ordinary           |              |                                     |  |

Place : Coimbatore

Date : 13.08.2019

Signature of the Member

### Notes :

- I. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- II. Please read the instructions printed overleaf carefully before exercising your vote.



## INSTRUCTIONS

### General Instructions:

- a. There will be one Ballot Form/e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through e-voting. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Ballot shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
- d. Any query in relation to the Resolutions proposed to be passed by Ballot may be addressed to Sri. K.B. Sajith, Company Secretary, at the Registered Office of the Company.
- e. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

### 2. Instructions for voting physically by Ballot Form :

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Sri B. Krishnamoorthi, Practicing Chartered Accountant, (Membership No.20439), Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore 641 006.
- b. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- c. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- d. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 05<sup>th</sup> September, 2019.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark ("") in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. A Member may request the Company for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 2(g) above.
- h. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- i. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- j. The results would be displayed on the Company's website [www.salonacotspin.com](http://www.salonacotspin.com), besides communicating to the Stock Exchanges where the Company's shares are listed.