



Value through values

## SANGAM (INDIA) LIMITED

CIN : L17118 RJ 1984 PLC 003173

Regd. Off. : P.B. No. 90, Atun, Chittorgarh Road, Bhilwara - 311001 (Raj.)

Phone : + 91-1482-305000, 305028, Fax : + 91-1482-304120

E-mail: secretarial@sangamgroup.com, Website: www.sangamgroup.com

Ref: SIL/SEC/2018

Date: 5<sup>th</sup> September, 2018

The Manager  
Department of Corporate Services  
**The National Stock Exchange of India Ltd.**  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400051  
**Scrip Code: 5251**

The Manager,  
Department of Corporate Services,  
**Bombay Stock Exchange Ltd.**  
Phiroze Jeejeebhoy Towers  
25th Floor, Dalal Street,  
MUMBAI - 400 001  
**Scrip Code: 514234**

**Sub: Notice of 32<sup>nd</sup> Annual General Meeting and Closure of Registers of Members and Share Transfer Books.**

Dear Sir,

32<sup>nd</sup> Annual General Meeting will be held on Saturday, the 29<sup>th</sup> September, 2018 at "Sangam House" Atun, Chittorgarh Road, Bhilwara-311001 (Raj) at 3.30 P.M.

This is to inform your that, pursuant to Part A(12) of Schedule III to Regulation 30 a copy of the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company, Scheduled to be held on Saturday, 29<sup>th</sup> September, 2018 at 03.30 P.M. for the year 2017-18 has been emailed to the shareholder of the company. The copy of the Notice of 32<sup>nd</sup> Annual General Meeting is enclosed for your reference.

Further, pursuant to Regulation 42 of the aforesaid regulations, it is hereby intimated that the register of the Members and Share Transfer Books of the company will remain closed from Saturday 22<sup>nd</sup> September, 2018 to Saturday, 29<sup>th</sup> September 2018 (both day inclusive), for payment of Dividend and 32<sup>nd</sup> Annual General Meeting.

Thanking You.

**Yours faithfully,  
For Sangam (India) Limited**

**(Anil Jain)  
CFO & Company Secretary  
FCS: 3147**





Value through values

## Sangam (India) Limited

(CIN: L17118RJ1984PLC003173)

Registered Office: Atun, Chittorgarh Road, Bhilwara - 311 001 (Rajasthan) Ph.: +91 1482 305000 Fax: +91 1482 304120, Email: secretarial@sangamgroup.com, website: www.sangamgroup.com

## NOTICE

To The Shareholders

Notice is hereby given that the 32nd Annual General Meeting of the Members of Sangam (India) Limited will be held on Saturday, the 29th September, 2018 at 03:30 P.M., at Registered office of the Company at "Sangam House", Atun, Chittorgarh Road, Bhilwara-311001 (Rajasthan) to transact the following business:

### A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2018 and Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the financial year 2017-18.
3. To appoint a Director in place of Shri V.K. Sodani (DIN: 00403740), who retires by rotation and being eligible offer himself for re-appointment.

### B. SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

**Re-appointment of Shri R.P. Soni (DIN: 00401439) as Whole Time Director designated as Chairman of the Company:**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the approval of the members of the Company, be and is hereby accorded to the re-appointment of Shri R.P. Soni (DIN: 00401439) as whole time Director designated as Chairman of the Company for a period of 3 (Three) years with effect from 1st September, 2018 at the remuneration and on such other terms and conditions as set out in the statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri R.P.Soni which shall be in accordance with the provisions of the Companies Act, 2013 and the prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force, subject to the same not exceeding the limits specified in this resolution

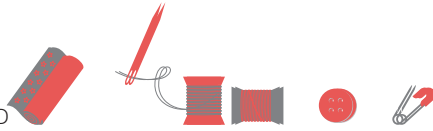
**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said agreement between the Company and Shri R.P. Soni be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval in the general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

5. To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**To ratify the Remuneration of the Cost Auditors:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of the



## NOTICE (CONTD.)

remuneration of ₹ 1,00,000/- (Rupees One Lakhs only) plus applicable GST and reimbursement of actual out of pocket expenses to M/s K.G. Goyal & Co., Cost Accountant (Firm Registration No. 000017), who were appointed by the Board of Directors of the Company, to conduct the audit of the cost records of all the units of the Company for the financial year 2018-19 be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt,

that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**By Order of the Board of Directors**

**For Sangam (India) Limited**

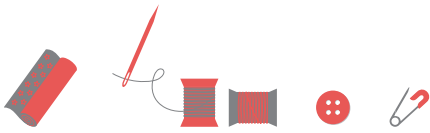
Anil Jain

(CFO & Company Secretary)

M.No. F-3147

Place: Atun, Chittorgarh road Bhilwara, (Raj.) 311001

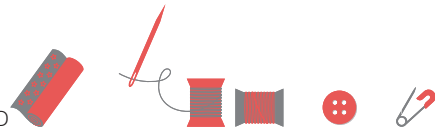
Date: 9th August, 2018



## NOTICE (CONTD.)

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item No. 4 and 5 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting are annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Pursuant to Section 105 of the Act, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person and such person cannot act as a proxy for any other person or shareholder.**

**The instrument of proxy, in order to be effective, should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.**
3. During the period beginning 24 hrs. before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. 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 this Meeting.
5. Members/ proxies/ authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The Company's Register of members and share transfer books shall remain closed from Saturday the 22nd September, 2018 to Saturday the 29th September, 2018 (both days inclusive) to decide the entitlement of shareholders for the payment of dividend in accordance with the recommendation of the Board of Directors.
7. Members are requested to:
  - a. Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
  - b. Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent ("RTA").
8. Members are requested to address all their correspondence including demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's RTA.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
10. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company in all working days except Saturday and holidays, between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
11. The dividend as recommended by the Board of Directors for the year ended 31st March, 2018, if declared at the meeting will be paid after 29th September, 2018 to those members:-
  - a. Whose names appear as the beneficial owners at the end of the business hours on Friday, 21st September, 2018 in the list of beneficial owners to be furnished by depositories (NSDL & CDSL) in respect of the shares held in electronics form; and
  - b. Whose names appear as members on the Company's register of members on Friday, 21st September, 2018 after giving effect to valid transfer requests, received on or before Friday, 21st September, 2018.
12. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits



## NOTICE (CONTD.)

of dividends, refunds etc., from companies and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution(CBS) to the Company in case of shares held in physical form and to the DP in case of shares held in demat form.

13. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended 31st March, 2011 remaining unclaimed for a period of 7 years shall become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid/unclaimed for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account.

Members who have not claimed dividends in respect of the financial years from 2010-11 onwards are requested to approach the Company/Bigshares Services Private Limited for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.

14. As per the provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, if member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company.
15. The Securities and Exchange Board of India (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 Company along with the proof thereof.
16. Electronic copy of the Annual Report for the financial year 2017-18 is being sent to all the members, whose email IDs are registered with the Company/

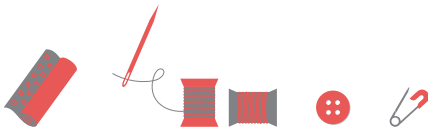
Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2017-18 is being sent in the permitted mode.

17. To support the "Green Initiative" Members who have not registered their e-mail addresses are required to register the same with the Company/Depository. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. [www.sangamgroup.com](http://www.sangamgroup.com).

18. Voting Options

Voting through electronic means:

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL)..
- (ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (iii) 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.
- (iv) **The instructions for members for voting electronically are as under:-**
  - (i) The voting period begins on 25th September, 2018 (9:00 am) and ends on 28th September, 2018 (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 22nd September, 2018 may cast their vote



## NOTICE (CONTD.)

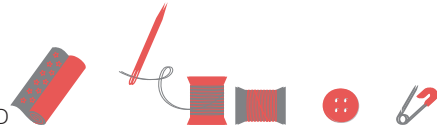
electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<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 (iv).</li> </ul>
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Sangam (India) Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.



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- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

### (xix) 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.

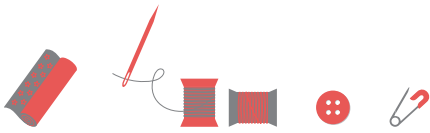
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on 25th September, 2018 (09:00 am) and ends on 28th September, 2018 (05:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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).

- (v) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (vi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.
- (vii) 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (viii) CS Manoj Maheshwari, Practicing Company Secretary (Membership No. FCS-3355) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the polling at Annual General Meeting and remote e-voting process in a fair and transparent manner.



## NOTICE (CONTD.)

- (ix) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (x) The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sangamgroup.com](http://www.sangamgroup.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) where equity shares of the Company are listed.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 4:

Shri R.P. Soni was appointed as Whole-time Director designated as chairman of the Company for a period of three year w.e.f. 01st September, 2015 on remuneration and perquisites set out in the resolution passed at the 29th Annual General Meeting of the Company held on 30th September, 2015.

On the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on dated 9th August, 2018 has approved the re-appointment of Shri R.P. Soni as Whole-time Director designated as Chairman of the Company for a period of three year effective from 01st September, 2018, subject to the approval of the shareholders.

Section 196(3) read with schedule V of the Companies Act, 2013, provides that a person, who has attained the age of 70 years, can be appointed as a Whole time Director, if approved by the members bypassing a special resolution.

Keeping in view that Shri R.P. Soni has rich and varied experience of more than 31 years in the textile industry and has been leading and guiding the operations of the Company, over a long period of time, it would be in the interest of the Company to continue the employment of Shri R.P. Soni as a Whole-time Director designated as Chairman of the Company. The Board is confident about Shri R.P. Soni being able to function and discharge his duties in an able and competent manner.

Shri R.P. Soni is a B.Sc., Diploma in Civil Engineering and has extensive working experience of about 34 years in Textile Industry. He was Junior Engineer in Irrigation Department in 1964 for 13 years. He is also Managing Trustee of Smt.

Kesar Bai Soni Charitable Trust, which runs a 100 bedded facility Hospital namely Smt. Kesarbai Soni Hospital. Shri Badri Lal Soni Charitable Trust, established with a view to provide Technical and Management education to the youths of the Region and is running an University, namely, Sangam University.

Shri R.P. Soni also associated with Engineers Association, Bhilwara, Shree Aditya Vikram Birla Memorial Vyapaar Sahyog Kendra, Chennai, P.H.D. Chamber of Commerce and Industries, Confederation of Indian Textile Industry, New Delhi, Synthetic Weaving Mills Association, Mewar Chamber of Commerce & Industries, Rajasthan Chamber of Commerce and Industries, Indian Agro Industries Foundation, Pune and FICCI, New Delhi.

Shri R.P. Soni was also the President, Rajasthan Pradeshik Maheshwari Sabha, President, Harni Mahadev Vikas Samiti, Bhilwara, Vice President, Patron, Manav Seva Sansthan, Bhilwara, Member (WC) Akhil Bhartiya Maheshwari Seva Sadan, Pushkar, Trustee, Shri Krishna Das Jajoo Smarak Trust, Kolkata, Founder Member & Trustee, Shri Aditya Vikram Birla Memorial Vyapar Sahayog Kendra, Chennai, Trustee, Giriraj Dharan Maheshwari Seva Trust, Vrindavan, President, Akhil Bharat Varshiya Maheshwari Maha Sabha, Senior Vice President (National), All India Vaish Federation, New Delhi, Director, Advisory Board Pacific College, Udaipur, Affiliated to MLS University, Udaipur, Director, Advisory Board Pacific Institute of Management, Udaipur Affiliated to MLS University, Udaipur & Approved by AICTE, New Delhi, Member, Governing Body, MLV Textile & Engineering College, Bhilwara (Nominated by Government of Rajasthan) and many more.





## NOTICE (CONTD.)

During 31 years of tenure of Shri R.P. Soni at Sangam India, he has served as Project Head, Plant Head and Business Head, under his leadership the Company has grown leaps and bounds. Shri R.P. Soni would be responsible for the overall business operations and affairs of the Company.

Shri R.P. Soni is the Chairman of CSR Committee and Stakeholders' Relationship Committee and the Members of Nomination & Remuneration Committee and Audit Committee of the Board of Directors of the Company.

In view of the substantial time and effort required to be spent by the Chairman in the affairs relating to the Company, the Board of Directors upon recommendation of Nomination and Remuneration Committee of the Board at their meeting held on 9th August, 2018 have re-appointed Shri R. P. Soni as Whole time Director designated as Chairman of the Company. The said appointment shall be valid for a period of 3 (Three) years with effect from 1st September, 2018.

The remuneration and terms and conditions of appointment of Shri R.P. Soni, as approved and recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company in pursuance to the Schedule V of the Companies Act, 2013 is as under:

### Basic Salary

₹ 13,00,000/- per month w.e.f. 01.09.2018 which shall be increased every year as approved by the Board of Directors.

### Commission

Commission upto 1% of Net Profit as computed in the manner laid down in the Companies Act, 2013.

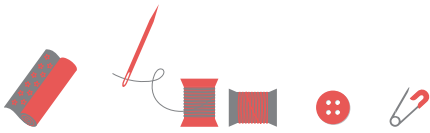
### Perquisite

- a. Suitable residential accommodation, free of cost with all facilities, amenities and services (including gas, electricity, water and furnishing). In case he does not opt for company provided accommodation at any time, he shall be paid house rent allowance of a sum not exceeding 30% of his basic salary. The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him shall be evaluated as per the Income-tax Rules, 1962.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.

- c. Personal accident insurance premium not to exceed ₹10,000/- per annum.
- d. Servant allowance not exceeding ₹ 60,000/- per annum.
- e. Club fees payable subject to a maximum of two clubs except entrance and life membership fees.
- f. Encashment of leave at the end of his tenure as per policy of the Company.
- g. Contribution to provided fund, superannuation fund or annuity fund and any other retirement benefits as per policy of the Company.
- h. Gratuity payable should not exceed half month's salary of each completed year of the service.
- i. Leave travel concession for self and family once in a year any where. The total cost to the Company shall not exceed one month's salary per year or three month's salary in a period of three years.
- j. Free use of the Company's car along with the driver, personal use of car shall be billed by the Company.
- k. Apart from the remuneration as aforesaid, Shri R. P. Soni, Chairman shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred inefficient discharge of his duties in connection with the business of the Company.
- l. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Shri R. P. Soni.

### NOTES

- For the purpose of perquisites stated herein above, family means the spouse and dependents children.
- No sitting fees shall be paid to Shri R. P. Soni, Chairman for attending the Meetings of Board of Directors or any committee thereof.
- Shri R. P. Soni shall be liable to retire by rotation as a Director, subject to the provisions of Section 152 of the Companies Act, 2013.
- Subject to provisions of Section 197 of the Companies Act, 2013, (including any statutory modification or re-enactment there of, for the time being in force) the Board of Directors of the Company may alter/vary the terms and conditions of the said appointment from time to time, at its discretion.



## NOTICE (CONTD.)

- Such alteration or variation, in terms however, shall not exceed the limits specified in Schedule V of the Companies Act, 2013.
- The term of appointment will be effective for a period of three years from the date of his appointment.
- Where in any financial year, the Company has no profits or the profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Shri R. P. Soni, Chairman, subject to the applicable provisions of Schedule V of the said Act.
- Shri R. P. Soni will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- Either party giving the other party three-months prior notice in writing to that effect may terminate the agreement.

### Minimum Remuneration

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate the Chairman by way of salary, perquisites or allowances as specified above, subject to the applicable limit as stipulated in Schedule V of the Companies Act, 2013.

Shri R. P. Soni, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be appointed as a whole time director (designated as "Chairman") of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, the appointment of Shri R.P. Soni as whole time director designated as Chairman is in the best interest of the Company and accordingly, Board of Directors recommend the Resolution set out in Item No. 4 for approval of the Members.

The foregoing may be treated as an abstract of the draft agreement for the appointment of Shri R.P. Soni as a whole-time director designated as Chairman of the Company.

Save and except Shri R.P. Soni and his relatives, namely Shri S. N. Modani, Managing Director and Shri V.K. Sodani, Executive Director being son in law of Shri R.P. Soni, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution set out at Item no. 4 of this Notice.

The specified information while seeking approval/consent of the shareholders as required under Part-II of Schedule V of the Companies Act, 2013 is given below:

I. General Information :			
1.	<b>Nature of Industry</b>	Manufacturing of diversified products viz. Textiles including Yarn, Fabrics and Ready made Garments.	
2.	<b>Date or expected date of commencement of commercial production</b>	Commercial operations commenced in the year 1984.	
3.	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not applicable.	
4.	<b>Financial performance based on given indicators</b>		
	<b>Particulars</b>	<b>As per Audited Financial Statement for the year</b>	
			<b>(₹ in Lakhs)</b>
		<b>31.03.2018</b>	<b>31.03.2017</b>
			<b>31.03.2016</b>
	Total Revenue	1,67,426	1,61,698
	Total Expenses	1,66,161	1,55,395
	Profit before taxation (PBT)	1,265	6,258
	Profit after taxation (PAT)	3,045	5,460
5.	<b>Foreign Investments or Collaborations, if any : Nil</b>		

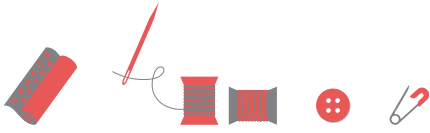


## NOTICE (CONTD.)

II. Information about the Appointee										
1	<b>Background details</b>	Shri R.P. Soni, aged 73 years holds a Bachelor's degree in Science and he is also a Diploma in Civil Engineering. Further, His Director Identification Number is 00401439. He is the Whole-time Director designated as Chairman of the Company and has rich experience about the affairs of the Company.								
2	<b>Past remuneration</b>	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Remuneration Paid</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>215.77 Lakhs</td> </tr> <tr> <td>2016-17</td> <td>252.44 Lakhs</td> </tr> <tr> <td>2015-16</td> <td>167.90 Lakhs</td> </tr> </tbody> </table>	Financial Year	Remuneration Paid	2017-18	215.77 Lakhs	2016-17	252.44 Lakhs	2015-16	167.90 Lakhs
Financial Year	Remuneration Paid									
2017-18	215.77 Lakhs									
2016-17	252.44 Lakhs									
2015-16	167.90 Lakhs									
3	<b>Recognition or awards</b>	The Company has received various awards and recognition during his tenure as a Chairman of the Company.								
4	<b>Job profile and his suitability</b>	He is rendered multifarious services and guidance to the Company on a continuous basis, to the tangible advantage of the Company. The Company attributes its business performance and growth to the leadership, efforts and contribution provided by the Executive Chairman, on a sustained and continuous basis. Thus, he is ideally suited for the job.								
5	<b>Remuneration proposed</b>	As per Explanatory Statement								
6	<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is commensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company.								
7	<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any</b>	Besides the remuneration proposed, Shri R.P. Soni, does not have any pecuniary relationship with the Company. Shri S.N. Modani, Managing Director & CEO and Shri V.K. Sodani, Whole Time Director of the Company are Son in Law of Shri R.P. Soni.								

III. Other Information :		
1	<b>Reasons of loss or inadequate profits</b>	Due to economic slowdown and consequent adverse market conditions prevailing, there was lower profitability in textiles.
2	<b>Steps taken or proposed to be taken for improvement</b>	The Company has initiated certain steps such as better product mix, cost control, borrowing at cheaper rates, and improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
3	<b>Expected in crease in productivity and profits in measurable terms</b>	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures :	
	Requisite information has been given under the section on Corporate Governance in the Annual Report



## NOTICE (CONTD.)

### ITEM NO. 5:

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s K.G. Goyal & Co, Cost Accountants, Jaipur (Firm Registration No. 000017) to conduct the audit of cost records of the Company's various units respectively for the financial year 2018-19 at a fee of ₹ 1,00,000/- to M/s K.G. Goyal & Co, subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the financial year 2018-19.

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 have to be ratified by the shareholders of the Company Hence, the Members' approval is being sought by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

**By Order of the Board of Directors**  
**For Sangam (India) Limited**  
**Anil Jain**  
(CFO & Company Secretary)  
M.No. F-3147

Place: Atun, Chittorgarh road Bhilwara, (Raj.) 311001  
Date: 9th August, 2018

**NOTICE (CONTD.)****ANNEXURE**

PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

<b>Particular</b>	Shri V.K. Sodani	Shri R.P. Soni
<b>DIN No.</b>	00403740	00401439
<b>Date of Appointment</b>	01/10/2017	01/09/2015
<b>Qualification</b>	B.Com, FCA,	B.Sc., Diploma in Civil Engineering
<b>Expertise in specific functional areas</b>	Managing business of PV suiting with domestic & overseas marketing, process division and seamless garments division. He is also past president of Mewar Chamber of Commerce & Industry.	He has rich and varied experience more than 34 years in textile industry. He was associated with Engineers Association, Bhilwara, Shree Aditya Vikram Birla Memorial Vyapaar Sahyog Kendra, Chennai, P.H.D. Chamber of Commerce and Industries, Confederation of Indian Textile Industry, New Delhi, Synthetic Weaving Mills Association, Mewar Chamber of Commerce & Industries, Rajasthan Chamber of Commerce and Industries, Indian Agro Industries Foundation, Pune and FICCI, New Delhi.
<b>Directorship held in other public companies (excluding foreign companies)</b>	<ul style="list-style-type: none"> <li>- Suchitra Finance &amp; Trading Co. Limited</li> <li>- Sangam Lifestyle Ventures Limited</li> <li>- Sangam Infratech Limited</li> </ul>	<ul style="list-style-type: none"> <li>- Sangam Capital Services Limited</li> <li>- Sangam E-Com Limited</li> <li>- Sangam Infratech Limited</li> <li>- Keti Sangam Infrastructure (India) Limited</li> <li>- Kalyan Sangam Infratech Limited</li> </ul>
<b>Membership/Chairmanship of committees of other Indian public Companies</b>	<p><b>Audit Committee - Member</b> 1. Suchitra Finance &amp; Trading Co. Limited</p> <p><b>Stakeholders Relationship Committee – Member</b> 1. Suchitra Finance &amp; Trading Co. Limited</p> <p><b>Nomination and Remuneration Committee – Member</b> 1. Suchitra Finance &amp; Trading Co. Limited</p>	N.A
<b>Number of share held in the Company</b>	Nil	453950
<b>Relationship with other Directors</b>	N.A	Shri S.N. Modani, Managing Director & CEO and Shri V.K. Sodani, Executive Director (Son in Law)