



SATIA
INDUSTRIES
LIMITED

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SIL/CS

Date: 05.09.2019

To

The General Manager, Department of Corporate Service, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400023	National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1 G. Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
Scrip Code :539201	Symbol: SATIA

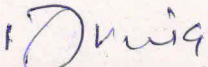
SUB: Submission of Copy of Notice of 38th Annual General Meeting of the Company to Be Held on Monday, 30th September 2019 at 10.30 AM.

Dear Sir/ Madam,

Notice of 38th Annual General Meeting of the Company to be held on Monday, 30th September 2019 at 10.30 AM at the Registered office of the Company at VPO Rupana, Malout-Muktsar Road, Distt Muktsar, Pb-152026 is attached.

This is for your information, records and action please.

Thanking You,
For Satia Industries Ltd


(Rakesh Kumar Dhuria)
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the Members of Satia Industries Ltd. will be held on Monday, 30th September, 2019 At 10:30 A.M. at the Registered Office of the Company at VPO Rupana, Malout Muktsar Road, Distt: Muktsar to transact the following businesses:-

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019 and Profit and Loss Account for the year ended on that date along with the Report of the Auditors and Directors thereon.
2. To appoint a Director in place of Sh Hardev Singh, Director (Technical) who retires by rotation, being eligible and offer himself for re-appointment.
3. To declare dividend on Equity Shares for the year ended 31st March, 2019.
4. To ratify and confirm the interim dividend of Rs. 1/- per equity share already paid during the financial year 2018-19.
5. **To Consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:-**

Ratification of appointment of Auditors

“RESOLVED that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, and pursuant to the resolution passed by the members at the AGM held on 29th September, 2017, the appointment of M/s Deepak Grover & Associates, Chartered Accountants (Firm registration number: 505923) as the Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified”

Special Business

6. **Re-appointment of Sh A C Ahuja, Independent Director for the Second Term**

To consider, and if thought fit, to pass, the following Resolution with of without modification(s) as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sh. A C Ahuja, (DIN: 00327032), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 01.10.2019 to 30.09.2024 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER that pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Consent of the Company be and is hereby accorded to Sh A.C. Ahuja, (DIN: 00327032) Director of the Company to continue to hold office of Independent Director inspite that he has attained the age of 75 years on 20th January, 2018.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be usual, expedient or proper to give effect to the above resolution”

- 7 **Re-appointment of Sh Dinesh Chand Sharma, Independent Director for the Second Term**

To consider, and if thought fit, to pass, the following Resolution with of without modification(s) as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification

of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, Sh Dinesh Chand Sharma, (DIN: 02460345), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 01.10.2019 to 30.09.2024 and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be usual, expedient or proper to give effect to the above resolution”

8 Increase in Salary of Dr Ajay Satia, (Din: 00850792) Chairman Cum Managing Director of the Company

To consider and if thought fit, to pass the following resolution with or without modification(s) as Special Resolution:-

“**RESOLVED** that Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and in term of recommendation of Nomination and Remuneration Committee and as approved by the Board of Director, approval of Members be and is hereby accorded for revision in the remuneration of Dr Ajay Satia, (Din: 00850792) Chairman Cum Managing Director of the Company, as mentioned here below:

1. Salary: Rs.3800000/- Per Month w.e.f. April 01, 2018 as per agreement .
2. Commission: Not exceeding 1.00 (one) percent of net profit in an accounting year of the

Company subject to availability of profit w.e.f. financial year 2017-18.

3. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
4. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
5. Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.

“**RESOLVED FURTHER** that in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the CMD.”

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be usual, expedient or proper to give effect to the above resolution”

9. Increase in Salary of Sh R. K. Bhandari, Joint Managing Director of the Company

To consider and if thought fit, to pass the following resolution with or without modification(s) as Special Resolution:-

“**RESOLVED** that Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and in term of recommendation of Nomination and Remuneration Committee and as approved by the Board of Director, approval of Members be and is hereby accorded for revision in the remuneration of Sh R. K. Bhandari, (Din: 00732588) Joint Managing Director of the Company, as mentioned here below:

- 1 Salary: Rs.635000/- Per Month w.e.f. July 01, 2019 with an Annual Increment of Rs 35000 PM as per agreement..
- b) Perquisites/ benefits
- i) Company owned/leased accommodation or reasonable house rent allowance while posted in any place other than Muktsar.
- ii) Reimbursement of medical and hospitalization expenses including dental and optical treatment for self and family and mediclaim insurance premium.
- iii) First class air fare or first class air conditioned railway fare and other actual expenses borne for self and family anywhere in India or abroad once a year while on leave including boarding lodging and surface travel expenses. The necessary foreign exchange for the purpose, if required will be provided by the company but subject to any regulation prescribed by Reserve Bank of India and for the time being in force
- iv) Personal Accidental Insurance.
- v) In addition to above Sh R. K. Bhandari, Joint Managing Director shall be entitled to all such perquisites/ benefits which he was enjoying as Joint Managing Director of Company the total value of which shall not exceed Rs 150000/- in a year.

“RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the JMD.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be usual, expedient or proper to give effect to the above resolution

10 Increase in Salary of Sh Hardev Singh, Director (Technical) of the Company

To consider and if thought fit, to pass the following resolution with or without modification(s) as Special Resolution:-

“RESOLVED that Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and in term of recommendation of Nomination and Remuneration Committee and as approved by the Board of Director, approval of Members be and is hereby accorded for revision in the remuneration of Sh Hardev Singh, Director (Technical) of the Company as stated below:

Terms:

Salary: Rs.250000/- Per Month w.e.f. April 01, 2018 with an Annual Increment of Rs 25000/- PM.

- b) Perquisites/benefits as per rules of the Company
- i) Company owned/leased accommodation or reasonable house rent allowance.

“RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to Sh Hardev Singh, Director (Technical).”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be usual, expedient or proper to give effect to the above resolution

Item No 11

Sub-division of 1 (one) equity share of face value of Rs. 10/- each into 10 (Ten) equity shares of Re. 1/- each.

To consider, and if thought fit, to pass, the following Resolution with or without modification(s) as a Special Resolution: -

“RESOLVED that pursuant to the provisions of Section 61(1)(d), and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of the Memorandum and Articles

of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from concerned authorities or bodies and as approval of the members be and is hereby accorded for sub-division of Equity Shares of the Company having the face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 1 (one) equity shares of face value of Rs.1/- (Rupees one Only) each fully paid up.

“RESOLVED FURTHER that pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company existing on the Record Date to be fixed by the Company/Board of Directors shall stand sub-divided into Equity Shares of face value of Rs. 1/- (Rupees one Only) each fully paid up, without altering the aggregate amount of such capital and shall rank pari passu in all respects and carry the same rights as the existing fully paid-up Equity Shares of Rs 10/- (Rupees Ten Only) each of the company.”

“RESOLVED FURTHER that upon sub-division of the equity shares as mentioned above, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Member(s) with the Depository Participants, in lieu of the existing credits in their beneficiary accounts representing the equity shares of the Company before sub-division”.

“RESOLVED FURTHER that the Board of Directors of the Company (“the Board”), which expression shall also include a Committee thereof, be and is hereby authorized to fix the Record Date and to issue new share certificates in lieu of the existing issued share certificates in terms of the afore stated and in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and to do all such

acts, deeds, matters, things and take such steps, as may be necessary and to execute such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee or Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s), to give effect to the sub-division of Equity Shares of the Company.

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to execute and file necessary applications, declarations, and other documents with Stock Exchanges, Depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto; and do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

Item No 12

Amendment of Authorized Share Capital Clause V of the Memorandum of Association

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following : V. The authorized Share Capital of the Company is Rs. 220000000/- (Rupees twenty two crores only) consisting of 220000000 equity shares of Rs.1/- (Rupees one) each with power to increase and reduce the capital to attach there to respectively such preference shares either subject to or free from income tax as may be determined in accordance with the regulations of the company, to vary modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

Item No 13

Approval for Related Party Transactions

To pass the following resolution with or without modification as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to **sale of Solar Power Plant of the Company at the fair market price** to YCD Industries Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company”.

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution ”

NOTES:

1) A Member entitled to attend and vote at the Meeting is entitled to appoint proxy to attend and vote on poll instead of himself and the proxy need not be a Member of the Company. The proxies should, however, be deposited at the Registered

Office of the Company not less than forty eight hours before the commencement of the Meeting.

- 2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 shall not act as a proxy for any other person or shareholder
- 3) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
- 4) Members are requested to bring their copies of Annual Report at the Meeting.
- 5) Members are requested to notify immediately any change in their address, to the Registered Office of the Company.
- 6) All documents as referred in the above notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days between 11:00 A.M. to 1:00 P.M. up to the date of Annual General Meeting.
- 7) Members seeking any information with regards to Annual Accounts at the time of Meeting, are requested to send their queries to the company so as to reach at least ten days before the date of Meeting, to enable the management to keep the relevant information ready at the time of Meeting.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2019 to 30.09.2019 both days inclusive.
- 9) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Shareholders are informed that the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically.

Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate E-voting. E-voting is optional and Members shall have the option to vote either through e-voting or in person at the General Meeting. The detailed procedure is mentioned below. For the aforesaid purpose, the Company has appointed Mr. Gaurav Bansal, Chartered Accountant as scrutinizer for scrutinizing e-voting process in a fair and transparent manner

10) The instructions for shareholders voting electronically are as under:-

- i) The voting period begins on 27.09.2019, 10.00 AM and ends on 29.09.2019 at 5.00 PM. During these period shareholders holding share either in physical form or in dematerialized form as on the cut-off date 23.09.2019 (record date) may cast their vote electronically. The e-voting module shall be disabling 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.
- 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.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the label of address affixed on the Annual Report. ● 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
Dividend Bank Details or 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"> ● 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).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.

- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the Satia Industries Ltd on which you choose to vote.
- xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 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 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.
- 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 should be mailed to 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.
 - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23.09.2019 may follow the same instructions as mentioned above for e- Voting.
 - (ii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

M/s Gaurav Bansal, Chartered Accountant has been appointed as the Scrutinizer. the e-voting process in a fair and transparent manner (including the ballot forms).The Scrutinizer shall within a period of two working days for the conclusion e-voting period, unblock the votes in presence of at least 2 witnesses not in employment of the Company and make a report of the vote cast in favour or against, if any, forthwith to the Chairman of the Company.

7. The Results shall be declared within two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be placed in the Company website i.e www. satiagroup.com.

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

Item Nos 6 and 7

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 33rd Annual General Meeting held on 30th September, 2014, Shri A.C.Ahuja and Sh Dinesh Sharma, were appointed as an Independent Directors of the Company for a period of 5 (five) consecutive years for a term upto the conclusion of the 38th Annual General Meeting of the company in the calendar year, 2019. Since, Shri A.C.Ahuja and Sh Dinesh Sharma will complete their initial term as an Independent Directors of the Company on 30.09.2019, They are eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 09.05.2019 & 12.08.2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on their skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by them during their tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members for re-appointment of Shri A C Ahuja and Sh Dinesh Sharma as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 01.10.2019 upto 30.09.2024 is sought and they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013

SEBI has amended the LODR Regulation, 2015 Vide Circular dated 9th may, 2018 which require re-

appointment/continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of special resolutions. Hence the special resolution is placed before the share holders.

Shri A. C. Ahuja and Sh Dinesh Sharma are not disqualified from being appointed as Directors in terms of Section 164 of the Act and they have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri A.C.Ahuja and Sh Dinesh Sharma for the office of Directors of the Company.

The Company has also received declarations from Shri A.C.Ahuja and Sh Dinesh Sharma that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri A.C.Ahuja and Sh Dinesh Sharma fulfill the conditions for appointment as Independent Directors as specified in the Act and the SEBI (LODR) Regulations, 2015. Shri A.C.Ahuja and Sh Dinesh Sharma are independent of the management.

Brief resume of Shri A.C. Ahuja and Sh Dinesh Sharma. nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated in Regulating of SEBI (LODR) Regulations, 2015 are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Shri A.C. Ahuja and Sh Dinesh Sharma as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board recommends the Special Resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the shareholders

Item No 8

The Nomination and Remuneration Committee and the Board of Directors, in their respective meetings held on 09.05.2019 & 12.08.2019 have approved the revision in remuneration of Rs 3800000/- per month and Commission of 1% on net profit of the Company payable to Dr Ajay Satia, Chairman Cum Managing Director with effect from 01.04.2018 for remainder of duration of appointment subject to the approval of the shareholders in the General Meeting. The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by the Chairman and Managing Director of the Company.

Approval of the shareholders is sought for ratification of remuneration paid/remuneration payable for the remaining period of existing appointment commencing from 01st April, 2018 to Dr Ajay Satia as Chairman Cum Managing Director.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution. None of the Directors except Dr Ajay Satia, CMD himself and Mr. Chirag Satia, Executive Director being related is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No 9

The Nomination and Remuneration Committee and the Board of Directors, in their respective meetings held on 09.05.2019 & 12.08.2019, approved the payment of remuneration of Rs 635000/- per month to Sh. R. K. Bhandari (holding DIN 00732588), as Joint Managing Director of the Company with effect from 01.07.2019 for remainder of duration of appointment subject to the approval of the shareholders in the General Meeting and Schedule V to the Companies Act, 2013. Sh R. K. Bhandari is a MBA. The appointment as well as payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by the Joint Managing Director of the Company.

Approval of the shareholders is sought for ratification of remuneration paid/remuneration payable for the remaining period of existing appointment commencing from 01.07.2019 to Sh R. K. Bhandari as Joint Managing Director of the Company. Sh. R. K. Bhandari shall

be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Sh. R.K.Bhandari under the resolution. The Board of Directors considered it to be desirable to approve ratification and approval of remuneration payable to him for his current tenure of appointment as Executive Director.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution. None of the Directors except Sh R. K. Bhandari, Joint Managing Director being related to him is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No 10

The Nomination and Remuneration Committee and the Board of Directors, in their respective meetings held on 09.05.2019 & 12.08.2019, approved the payment of remuneration of Rs. 250000/- per month to Sh. Hardev Singh (holding DIN 0794367), as Director (Technical) of the Company with effect from 01.04.2018 for remainder of duration of appointment subject to the approval of the shareholders in the General Meeting and Schedule V to the Companies Act, 2013. Sh Hardev Singh, Director (Technical) is Diploma in Mechical. The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by the Director (Technical) of the Company.

Approval of the shareholders is sought for ratification of remuneration paid/remuneration payable for the remaining period of existing appointment commencing from 01.04.2018 to Sh Hardev Singh as Director (Technical) of the Company. Sh. Haredev Singh. Director (Technical) shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Sh. Hardev Singh under the resolution. The Board of Directors considered it to be desirable to approve ratification and approval of remuneration payable to him for his current tenure of appointment as Executive Director.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution. None of the Directors except Sh Hardev Singh, Director (Technical) is concerned or interested in the resolution.

Item No. 11

The equity shares of your Company are listed and actively traded on the BSE and NSE With a view to encourage the participation of small investors by making equity shares of the Company affordable, the Board of Directors at its Meeting held on 09.05.2019 considered and approved the sub-division of one equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One only) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the equity shares will be fixed after approval of the Members is obtained. The provisions of Section 61 of the Companies Act, 2013 require the Company to seek approval of members to the Subdivision of equity share capital of the Company. Accordingly your Board of Directors recommends the Resolution set out at Item No. 11 of notice for the approval of members as an ordinary resolution.

Item No 12

The proposed split of the Face Value of the Equity Shares of the Company of Rs. 10/- each into denomination of Rs. 1/- each fully paid up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 12 in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company. The Board recommends the resolutions as set out in Item No. 12 of the accompanying notice for the approval of the members of the Company as Special Resolutions. None of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any. A copy of the Memorandum and Articles of Association of the Company along with the

proposed amendments shall be open for inspection at the Registered Office of the Company during 11.00 AM to 1.00 PM on all working days upto the date of declaration of the results.

Item No 13

The Audit Committee and Board of Directors in their meeting held on 09.05.2019 respectively has approved sale of Solar Power Plant of the Company situated at the premises of YCD Industries Ltd a related party at the fair market price determined by the Chartered Engineer. However, the transactions do not require the approval of the shareholders, as a matter of abundant caution the Board decided the same be approved by the Shareholders.

All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days except Sunday, at the Registered Office of the Company. Members are hereby informed that pursuant to second proviso of Section 188 of the Act, no member of the Company shall vote on the resolution to approve any contract or arrangement which may be entered into by the Company if such member is a related party. None of the Directors Except Dr. Ajay Satia, CMD & Sh Chirag Satia Executive Director and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution at Item No.13 of the Notice. The Board of Directors of the Company recommends the Resolution as set out at Item No.13 in the accompanying Notice for ratification and approval of the members.

Place : VPO: Rupana
Dated : 12.08.2018

By Order of the Board
For Satia Industries Ltd.
(Rakesh Kumar Dhuria)
Company Secretary