



6<sup>th</sup> August, 2017

To,

BSE Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai – 400 001 <b>Scrip Code: 503811</b>	National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, BKC, Bandra (East), Mumbai – 400 051 <b>Company Symbol: SIYSIL</b>
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**Re : Notice of 39<sup>th</sup> AGM & Book Closure.**

Dear Sir,

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Saturday, 9<sup>th</sup> September, 2017, at 11.00 am at Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar – 401 506, Maharashtra.

Notice is also hereby given that the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> August, 2017 to Thursday, 24<sup>th</sup> August, 2017 (both days inclusive) for the purpose of payment of Dividend for the year ended 31<sup>st</sup> March, 2017, if declared at the AGM. The E-voting / Remote E-voting period commences on Wednesday, 6<sup>th</sup> Sept., 2017 at 9.00 am (IST) and ends on Friday, 8<sup>th</sup> Sept., 2017 at 5.00 pm (IST).

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the LODR Regulations, attached herewith is Notice of the 39<sup>th</sup> AGM of the Company containing the business to be transacted thereat along with Attendance Slip and Proxy Form. The entire Annual Report will be available at the following link: <http://www.siyaram.com/AR.html>

Please take the same on record.

Thanking you,

Yours faithfully,  
For Siyaram Silk Mills Limited

William Fernandes  
Company Secretary  
Encl : a/a.

cc:

<b>Central Depository Services (India) Ltd.</b> Phiroze Jeejeebhoy Tower, Dalal Street, 28 <sup>th</sup> Floor, Mumbai-400001.	<b>National Depository Ltd.</b> Trade World, 4 <sup>th</sup> Floor Kamala Mills Compound, Senapati Bapat Marg, Lower Parel Mumbai-400013	<b>TSR Darashaw Ltd.</b> 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai, 400011
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Corporate office: B - 5, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 (India)  
Phone : 3040 0500, Fax: 3040 0599 Email: [william.fernandes@siyaram.com](mailto:william.fernandes@siyaram.com)  
Internet: [www.siyaram.com](http://www.siyaram.com) CIN : L17116MH1978PLC020451  
Registered Office: H – 3/2, MIDC, A – Road, Tarapur, Boisar, Dist. Palghar – 401 506 (Mah.)

**SIYARAM SILK MILLS LIMITED**

CIN: L17116MH1978PLC020451

Regd. Off.: H-3/2, MIDC, A - Road, Tarapur, Boisar, Dist: Palghar- 401 506, Maharashtra. Tel.: 7304455467

Corp. Off. : B-5, Trade World, 5th Floor, Kamala City, Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013.

Website: www.siyaram.com Email: sharedept@siyaram.com

**NOTICE**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of **Siyaram Silk Mills Limited** will be held on Saturday, 9<sup>th</sup> September, 2017 at 11.00 a.m. at Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar – 401 506, Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on the Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2017.
3. To appoint a Director in place of Smt. Ashadevi R. Poddar (DIN 00169841), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as amended from time to time, M/s. Songira & Associates, Chartered Accountants (FRN 128085W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 44th AGM of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM), on such remuneration as may be fixed by the Board of Directors of the Company, in consultation with the Statutory Auditors.”

**SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, framed thereunder, as amended from time to time and subject to such other permissions as may be necessary, M/s. Bhuta & Associates, Cost Accountants (FRN 100817), who are appointed as the Cost Auditors of the Company by the Board of Directors, to conduct audit of the cost records of the Company be paid remuneration for the Financial Year ending 31<sup>st</sup> March, 2018, of Rs.4,50,000/- (Rupees Four Lakhs Fifty Thousand Only) plus applicable

tax, reimbursement of traveling and other out-of-pocket expenses incurred by them in connection with the said Audit.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other applicable approvals, permissions and sanctions, as may be required, if any, consent of the Company be and is hereby accorded for the re-appointment of Shri. Ashok M. Jalan (DIN 00456869) as Senior President cum Director, for a further period of 5 (five) years from 30<sup>th</sup> January, 2017 to 29<sup>th</sup> January, 2022 on the terms, conditions and remuneration as set out below:

1. **Salary:** Rs.4,75,000/- p.m. to Rs.6,00,000/- p.m.

The same is bifurcated as under:-

- (i) **Basic Salary:** Rs.2,50,000/- p.m.
- (ii) **House Rent Allowance:** 50% of the Basic Salary i.e Rs.1,25,000/-pm.
- (iii) **Special Allowance:** Rs.1,00,000/- pm.

2. **Commission:**

Commission as may be decided by the Board of Directors of the Company, subject to overall ceiling stipulated under the provisions of the Act. The amount of commission will be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

3. **Perquisites:**

In addition to the salary and commission, he shall also be entitled to the following perquisites, as per the rules of the Company.

- a) **Medical Reimbursement:**

Reimbursement of medical expenses incurred for self and family as per the Rules of the Company.

- b) **Leave Travel Concession:**

Reimbursement of actual traveling expenses for proceeding on leave once in a year for self and family as per the Rules of the Company.

## Explanation

For the purpose of perquisites under (a) & (b) above, family shall mean the spouse, dependent children and dependent parents.

### c) **Personal Accident Insurance:**

The actual premium paid.

### d) **Provident Fund:**

Contribution to Provident Fund is payable as per the rules of the Company.

### e) **Contribution to Superannuation Fund:**

Rs.9,000/- per month.

### f) **Gratuity:**

Gratuity shall be payable as per the Rules of the Company.

### g) **Leave and encashment of Leave:**

He will be entitled to leave with full pay and encashment of the accumulated leave as per the rules of the Company.

### h) **Use of Car with driver:**

The Company shall provide fully maintained car with driver.

### i) **Bonus & Ex gratia:**

Bonus & Ex-gratia will be paid as per the Rules of the Company.

### j) **Telephone, facsimile and other communication facilities:**

The Company shall provide free telephone, facsimile and other communication facilities at his residence.

For the purpose of leave, provident fund, superannuation, gratuity and other retiring benefits to which he may be entitled, account shall also be taken of his service with the Company prior to his appointment as Whole Time Director.

## 4. **Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Senior President cum Director shall be paid remuneration by way of salary, perquisites, allowance and other benefits as the Board of Directors may deem fit subject to the limits prescribed in part II of Schedule V of the Act (including any statutory modification or re-enactment thereof) as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) be and is hereby authorized to alter, vary or modify the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds, things and take all such steps as may be necessary, expedient and proper to give effect to the above resolution."

## 7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other applicable approvals, permissions and sanctions, as may be required, if any, consent of the Company be and is hereby accorded for the re-appointment of Shri. Gaurav P. Poddar (DIN 03230539) and re-designated as President and Executive Director, for a further period of 5 (five) years from 1<sup>st</sup> August, 2017 to 31<sup>st</sup> July, 2022 on the terms, conditions and remuneration as set out below:

**1. Basic Salary:** Rs.6,50,000/- per month.

### 2. **Commission:**

Commission as may be decided by the Board of Directors of the Company, subject to overall ceiling stipulated under the provisions of the Act. The amount of commission will be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

### 3. **Perquisites:**

In addition to the salary and commission, the following perquisites shall also be allowed:

#### a) **Housing:**

The Company shall provide fully furnished residential accommodation along with all amenities, facilities and utilities. In case no accommodation is provided he shall be entitled for house rent allowance to the extent of 60% of the basic salary.

#### b) **Medical Reimbursement:**

Reimbursement of medical expenses incurred in India and/ or abroad including hospitalization, nursing home and surgical charges and premium for medical insurance incurred for self and family. In case of any medical treatment abroad, the traveling, boarding and lodging expenses for the patient and the attendant will also be paid by the Company.

#### c) **Leave Travel Concession:**

Reimbursement of actual traveling expenses for proceeding on leave once in a year in respect of self and family, whether in India or abroad.

#### d) **Club Membership Fees:**

Fees of Clubs including admission and life membership.

#### e) **Personal Accident Insurance:**

The actual premium paid.

**f) Provident Fund, Superannuation Fund and Annuity Fund:**

Contribution to Provident Fund, Superannuation and Annuity Fund shall be payable as per the rules of the Company.

**g) Gratuity:**

Gratuity shall be payable at half month's salary for each completed year of service.

**h) Leave and encashment of Leave:**

The President and Executive Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure / retirement.

**i) Use of Car with driver:**

The Company shall provide fully maintained car with driver.

**j) Free telephone, facsimile and other communication facilities:**

The Company shall provide free telephone, facsimile and other communication facilities at the appointee's residence.

For the purpose of perquisites, family shall mean the spouse, dependent children and dependent parents of the appointee.

**4. Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the President and Executive Director shall be paid remuneration by way of salary, perquisites, allowance and other benefits as the Board of Directors may deem fit, subject to the limits prescribed in Schedule V of the Act (including any statutory modification or re-enactment thereof) as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) be and is hereby authorized to alter, vary or modify the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds, things and take all such steps as may be necessary, expedient and proper to give effect to the above resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force) and subject to such other applicable approvals, permissions and sanctions, as may be required, if any, consent of the Company be and is hereby accorded for the re-appointment of Shri. Ramesh D. Poddar (DIN 00090104) as Chairman and Managing Director, for a further period of 5 (five) years from 1<sup>st</sup> November, 2017 to 31<sup>st</sup> October, 2022 on the terms, conditions and remuneration as set out below:

**1. Basic Salary:** Rs.9, 00,000/- per month.

**2. Commission:**

Commission as may be decided by the Board of Directors of the Company, subject to overall ceiling stipulated under the provisions of the Act. The amount of commission will be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

**3. Perquisites:**

In addition to the salary and commission, the following perquisites shall also be allowed:

**a) Housing:**

The Company shall provide fully furnished residential accommodation along with all amenities, facilities and utilities. In case no accommodation is provided he shall be entitled for house rent allowance to the extent of 60% of the basic salary.

**b) Medical Reimbursement:**

Reimbursement of medical expenses incurred in India and/ or abroad including hospitalization, nursing home and surgical charges and premium for medical insurance incurred for self and family. In case of any medical treatment abroad, the traveling, boarding and lodging expenses for the patient and the attendant will also be paid by the Company.

**c) Leave Travel Concession:**

Reimbursement of actual traveling expenses for proceeding on leave once in a year in respect of self and family, whether in India or abroad.

**d) Club Membership Fees:**

Fees of Clubs including admission and life membership.

**e) Personal Accident Insurance:**

The actual premium paid.

**f) Provident Fund, Superannuation Fund and Annuity Fund:**

Contribution to Provident Fund, Superannuation and Annuity Fund shall be payable as per the rules of the Company.

**g) Gratuity:**

Gratuity shall be payable at half month's salary for each completed year of service.

**h) Leave and encashment of Leave:**

The Chairman and Managing Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure / retirement.

**i) Use of Car with driver:**

The Company shall provide fully maintained car with driver.

**j) Free telephone, facsimile and other communication facilities:**

The Company shall provide free telephone, facsimile and other communication facilities at the appointees' residence.

For the purpose of perquisites, family shall mean the spouse, dependent children and dependent parents of the appointee.

**4. Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Chairman and Managing Director shall be paid remuneration by way of salary, perquisites, allowance and other benefits as the Board of Directors may deem fit, subject to the limits prescribed in Schedule V of the Act (including any statutory modification or re-enactment thereof) as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) be and is hereby authorized to alter, vary or modify the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds, things and take all such steps as may be necessary, expedient and proper to give effect to the above resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other applicable approvals, permissions and sanctions, as may be required, if any, consent of the Company be and is hereby accorded for the re-appointment of Shri. Shrikishan D. Poddar (DIN 00160323) as Executive Director, for a further period of 5 (five) years from 1<sup>st</sup> November, 2017 to 31<sup>st</sup> October, 2022 on the terms, conditions and remuneration as set out below:

- 1. Basic Salary:** Rs.8, 00,000/- per month.

**2. Commission:**

Commission as may be decided by the Board of Directors of the Company, subject to overall ceiling stipulated under the provisions of the Act. The amount of commission will be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

**3. Perquisites:**

In addition to the salary and commission, the following perquisites shall also be allowed:

**a) Housing:**

The Company shall provide fully furnished residential accommodation along with all amenities, facilities and utilities. In case no accommodation is provided he shall be entitled for house rent allowance to the extent of 60% of the basic salary.

**b) Medical Reimbursement:**

Reimbursement of medical expenses incurred in India and/ or abroad including hospitalization, nursing home and surgical charges and premium for medical insurance incurred for self and family. In case of any medical treatment abroad, the traveling, boarding and lodging expenses for the patient and the attendant will also be paid by the Company.

**c) Leave Travel Concession:**

Reimbursement of actual traveling expenses for proceeding on leave once in a year in respect of self and family, whether in India or abroad.

**d) Club Membership Fees:**

Fees of Clubs including admission and life membership.

**e) Personal Accident Insurance:**

The actual premium paid.

**f) Provident Fund, Superannuation Fund and Annuity Fund:**

Contribution to Provident Fund, Superannuation and Annuity Fund shall be payable as per the rules of the Company.

**g) Gratuity:**

Gratuity shall be payable at half month's salary for each completed year of service.

**h) Leave and encashment of Leave:**

The Executive Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure / retirement.

**i) Use of Car with driver:**

The Company shall provide fully maintained car with driver.

**j) Free telephone, facsimile and other communication facilities:**

The Company shall provide free telephone, facsimile and other communication facilities at the appointee's residence.

For the purpose of perquisites, family shall mean the spouse, dependent children and dependent parents of the appointee.

**4. Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Executive Director shall be paid remuneration by way of salary, perquisites, allowance and other benefits as the Board of Directors may deem fit, subject to the limits prescribed in Schedule V of the Act (including any statutory modification or re-enactment thereof) as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) be and is hereby authorized to alter, vary or modify the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds, things and take all such steps as may be necessary, expedient and proper to give effect to the above resolution."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and relevant rules made thereunder or any amendment or re-enactment thereof, if any and subject to such approvals, permissions and sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded for the payment of remuneration to one or more of the Non-Executive Directors of the Company (other than the Managing Director(s) and Whole-time Director(s)) for a period of five years, commencing April 1, 2017, of a sum not exceeding 1% of the net profits of the Company for each of the said financial years, calculated in accordance the provisions of section 198 of the Act, in addition to the fee payable to them for attending the meetings of the Board of Directors or any Committee(s) thereof or reimbursement of expenses, if any, to be paid and distributed amongst the Non-Executive Directors as aforesaid in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine and in default of such determination equally.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company ("the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without it being required to seek any further consent or approval of the Members of the Company or

otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 20(2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), authority be and is hereby given to the Board of Directors of the Company ("the Board" which term shall be deemed to include any Committee thereof) to determine the fee to be charged from a member to enable recovery of expenses incurred by the Company towards complying with such request for delivery of any documents through a particular mode."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (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 the concerned authorities or bodies, the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized Share Capital of the Company be sub-divided into 5 (Five) Equity Shares having a face value of Rs. 2/- each.

**RESOLVED FURTHER THAT,** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares as aforesaid, the existing 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) directly issue and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT,** any of the Directors of the Company and/or Shri. William Fernandes, Company Secretary be and are hereby authorized to do all such acts, deeds, things (including fixing of Record Date for the purpose of Sub-division of Equity Shares as aforesaid) and take all such steps 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 to give effect to the aforesaid resolution."

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V(a) of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V(a).The Authorized Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crores only) divided into 5,50,00,000 (Five Crores Fifty Lakhs) Equity Shares of Rs. 2/- each, 25,000 (Twenty Five Thousand) 11% Redeemable Cumulative Preference Shares of Rs. 100/- each and 7,50,000 (Seven Lakhs Fifty Thousand) Redeemable Preference Shares of Rs. 10/- each. The Rights of the holders of shares for the time being forming part of the Capital of the Company may be modified, affected, abrogated, varied, extended or surrendered in accordance with the Article of Association of the Company and statutory provisions for the time being in force in that behalf.

Any Shares of the original or increased capital may from time to time be issued with guarantee or any right of preference whether in respect of dividend or of repayment of capital or both or any other special privilege or advantage over any share previously issued or then about to be issued or with deferred or qualified rights as compared with any shares previously issued or subject to any provisions or conditions and with any special rights or limited right or without any right of voting and generally on such terms as the Company may from time to time determine.

**RESOLVED FURTHER THAT**, any of the Directors of the Company and/or Shri. William Fernandes, Company Secretary be and are hereby authorized to do all such acts, deeds, things and take all such steps 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 to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT**, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 4 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

4. The present Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crores only) divided into 5,50,00,000 (Five Crores Fifty Lakhs) Equity shares of Rs. 2/- each, 25,000 (Twenty Five Thousand) 11% Redeemable Cumulative Preference Shares of

Rs. 100/- each and 7,50,000 (Seven Lakhs Fifty Thousand) Redeemable Preference Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT**, any of the Directors of the Company and/or Shri. William Fernandes, Company Secretary be and are hereby authorized to do all such acts, deeds, things and take all such steps 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 to give effect to the aforesaid resolution.”

By Order of the Board

(William Fernandes)  
Company Secretary

Place : Mumbai  
Date : 26<sup>th</sup> July, 2017.

#### NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a Poll at the meeting instead of himself/ herself.** The proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50(fifty) and holding in aggregate not more than 10% of the total share capital of the Company.
- Proxy Forms, in order to be effective, should be duly completed, stamped and signed and must be lodged with the Company at its Registered Office not less than forty-eight hours before the commencement of the meeting. A blank proxy form is enclosed herewith.
- The Explanatory Statement, as required by section 102(1) of the Companies Act, 2013 (“Act”) in respect of special business is annexed hereto.
- All documents referred to in the accompanying Notice and Explanatory Statement will be open for inspection at the Registered Office and Corporate Office of the Company between 11.00 am to 1.00 pm on all working days except Saturdays, Sundays and Public Holidays up to the date of the Annual General Meeting(AGM).
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> August, 2017 to Thursday, 24<sup>th</sup> August, 2017 (both days inclusive) for the purpose of payment of Dividend for the year ended 31<sup>st</sup> March, 2017, if declared at the AGM.
- The dividend declared at the AGM will be payable on or after 13<sup>th</sup> September, 2017, as applicable, in respect of shares held in physical form to those members whose names appear on the Register of Members of the Company as of close of business hours on 21<sup>st</sup> August, 2017 and in respect of shares held in electronic form to those ‘Deemed Members’ whose names appear in the statement of beneficial ownership furnished by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd.(CDSL) as on that date.
- 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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent/ Company.

8. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, NECS mandates, nomination, power of attorney, change of address, etc., to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.

Members holding shares in physical form are requested to intimate all changes with respect to their bank details, change of address, etc. to the Company at its Corporate Office/ Registered Office or its Share Transfer Agent.

9. Pursuant to the provisions of Section 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration, is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company during the year has transferred the unclaimed and unpaid amount pertaining to the dividend for the financial year 2008-09 amounting to Rs.4,62,930/- and for financial year 2009-10 amounting to Rs.6,50,958/-. Members who have not encashed their dividend warrants for the financial year 2008-09 and onwards are requested to make their claims to the Company immediately. Members may please note that no claim shall lie either against the Fund or the Company in respect of dividends which remain unclaimed and unpaid for a period of seven years from the date of declaration and no payment shall be made in respect of such claims.

Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below:

Financial year ended	Date of Declaration of Dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP Fund
31/03/2011	06/08/2011	11/08/2018	10/09/2018
31/03/2012	25/08/2012	31/08/2019	30/09/2019
31/03/2013	10/08/2013	15/08/2020	14/09/2020
31/03/2014	27/09/2014	02/10/2021	01/11/2021
31/03/2015	18/07/2015	23/08/2022	22/09/2022
31/03/2016	09/03/2016-Interim	14/03/2023	13/04/2023

10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.

11. The members are requested to:

- (i) Quote Registered Folio/Client ID & DP ID in all their correspondence;

- (ii) Bring their copy of the Annual Report and Attendance Slip duly signed;

- (iii) Send queries related to accounts to the Company at least 15 days before the date of the meeting.

12. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their email address by sending their details to the Registrar and Share Transfer Agents, M/s. TSR Darashaw Ltd., for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.

13. Electronic copy of the Notice of the 39<sup>th</sup> AGM alongwith the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2016-17 is being sent in the permitted mode.

14. A route map giving directions to reach the venue of the 39<sup>th</sup> AGM is given along with this Notice.

15. Pursuant to the provisions of section 108 of the Act read with the Rules framed thereunder and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") the Members are provided with the facility to cast their vote electronically i.e. using an electronic voting system from a place other than venue of the AGM (remote e-voting), through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The facility for voting through ballot/polling paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM through ballot/ polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again at the AGM.

The e-voting period commences on Wednesday, 6<sup>th</sup> September, 2017 (9.00 a.m. IST) and ends on Friday, 8<sup>th</sup> September, 2017 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 1<sup>st</sup> September, 2017 i.e. cut off date, may cast their vote electronically.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

- Open the e-mail and also open the PDF file namely "siyaram e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- Open the internet browser and type the following URL: <https://www.e-voting.nsdl.com>.
- Click Shareholder- Login.



- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. The password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on e-votings>Active Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Siyaram Silk Mills Limited which is 106717. Now you are ready for e-voting as Cast Vote page opens.
  - ix. On the voting page, you will see RESOLUTION DESCRIPTION and against the same option YES/NO for voting. Select the option YES or NO as desired against the resolution(s). The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
  - x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when promoted.
  - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xii. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory/ies who are authorized to vote, to the scrutinizer through e-mail to naithanipcs@gmail.com, with a copy marked to evoting@nsdl.co.in.
  - xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual-Shareholders, available in the downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/ Depositories).**
- i. Initial password and other e-voting particulars are provided with the Notice of the AGM viz EVEN (E-Voting Event Number), user ID and password.
  - ii. Please follow all steps from Sr. No. A (ii) to (xii) above, to cast vote.
- C. Other Instructions:**
- i. The e-voting period commences on Wednesday, 6<sup>th</sup> September, 2017 (9.00 a.m. IST) and ends on Friday, 8<sup>th</sup> September, 2017 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 1<sup>st</sup> September, 2017 i.e. cut off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
  - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 1<sup>st</sup> September, 2017 i.e. cut off date.
  - iii. Shri. Prasen Naithani, Practising Company Secretary (Membership No. FCS 3830) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - iv. The Scrutinizer shall, after conclusion of voting at the AGM, 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 make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or person authorized by him who shall countersign the same and declare the results of the voting forthwith.
  - v. A Member can opt for only one mode of voting i.e. either through e-voting or by physically voting at the meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail.
  - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.siyaram.com and on the website of NSDL www.evoting.nsdl.com within 2(two) days of the passing of the resolutions at the AGM. The results shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- 16. Appointment / Re-appointment of Directors:**
- At the ensuing Annual General Meeting, Smt. Ashadevi R. Poddar, Director of the Company, retires by rotation and being eligible, offers herself for re-appointment, resolution for her re-appointment is proposed for approval of the Members at item no. 3. The term of office of Shri. Ashok M. Jalan, Senior President cum Director, expired on 29<sup>th</sup> January, 2017 and that of Shri. Gaurav P. Poddar, President and Executive Director, expires on 31<sup>st</sup> July, 2017, and that of Shri. Ramesh D. Poddar, Chairman and Managing Director, and Shri. Shrikishan D. Poddar, Executive Director expires on 31<sup>st</sup> October, 2017, resolution(s) at item nos. 6 to 9 for their re-appointment is proposed for the approval of the Members.

## ANNEXURE TO THE NOTICE

### Explanatory statement pursuant to section 102 of the Companies Act, 2013 ("Act") in respect of special business.

#### Item No. 5.

In accordance with the provisions of section 148 of the Companies Act, 2013("Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules"), the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On recommendation of the Audit Committee, the Board at its meeting held on 27<sup>th</sup> May, 2017 has approved the appointment of M/s. Bhuta & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2017-18 at a remuneration

of Rs.4,50,000/- plus applicable taxes and reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is to be ratified by the members in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the Resolution at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no.5 of the Notice, for approval by the Members.

**Item No. 6.**

Keeping in view the vast experience of Shri. Ashok M. Jalan in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 28th January, 2017 approved the re-appointment and remuneration of Shri. Ashok M. Jalan, for a period of 5 (five) years with effect from 30<sup>th</sup> January, 2017 to 29<sup>th</sup> January, 2022 on the terms, conditions and remuneration as mentioned in the resolution, subject to approval of the members and other permissions and sanctions as may be applicable, if any.

Shri. Ashok M. Jalan is a member of the Finance Committee and Share Transfer Committee of the Company.

A brief resume of Shri Ashok M. Jalan as required under the Listing Regulations is given in annexure hereto. The other required disclosures have been made in the Corporate Governance Report which forms part of the Annual Report.

Except Shri Ashok M. Jalan none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution.

The above along with resolution at item no. 6 of the Notice may be treated as a written memorandum setting out the terms of re-appointment of Shri. Ashok M. Poddar under section 190 of the Act.

The Board recommends the resolution as set out at item no. 6 of the Notice, for approval by the members.

**Item No. 7.**

Keeping in view the experience of Shri. Gaurav P. Poddar, in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 27<sup>th</sup> May, 2017 approved the re-appointment and remuneration of Shri. Gaurav P. Poddar as President and Executive Director for a further period of 5 years w.e.f. 1<sup>st</sup> August, 2017 to 31<sup>st</sup> July, 2022, on the terms, conditions and remuneration as mentioned in the resolution, subject to approval of the members and other permissions and sanctions as may be applicable, if any.

A brief resume of Shri Gaurav P. Poddar as required under the Listing Regulations is given in annexure hereto. The other required disclosures have been made in the Corporate Governance Report which forms part of the Annual Report.

Shri Gaurav P. Poddar himself, Shri Ramesh D. Poddar, Smt. Ashadevi R. Poddar, Shri. Pawan D. Poddar and Shri Shrikishan D. Poddar, being relatives of Shri. Gaurav P. Poddar are deemed to be concerned or interested.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in this resolution.

The above along with resolution at item no. 7 of the Notice may be treated as a written memorandum setting out the terms of re-appointment of Shri. Gaurav P. Poddar under section 190 of the Act.

The Board recommends the resolution as set out at Item no. 7 of the Notice, for approval by the members.

**Item No. 8.**

Keeping in view the vast and rich experience of Shri. Ramesh D. Poddar, especially in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 27<sup>th</sup> May, 2017 approved the re-appointment and remuneration of Shri. Ramesh D. Poddar as Chairman and Managing Director for a further period of 5 years w.e.f. 1<sup>st</sup> November, 2017 to 31<sup>st</sup> October, 2022, on the terms, conditions and remuneration as mentioned in the resolution, subject to approval of the members and other permissions and sanctions as may be applicable, if any.

Shri. Ramesh D. Poddar is a member of the Corporate Social Responsibility Committee (Chairman), Stakeholders Relationship Committee, Finance Committee and Share Transfer Committee of the Company.

A brief resume of Shri Ramesh D. Poddar as required under the Listing Regulations is given in annexure hereto. The other required disclosures have been made in the Corporate Governance Report which forms part of the Annual Report.

Shri Ramesh D. Poddar himself, Smt. Ashadevi R. Poddar, Shri. Pawan D. Poddar, Shri Shrikishan D. Poddar and Shri. Gaurav P. Poddar, being relatives of Shri. Ramesh D. Poddar are deemed to be concerned or interested in this resolution.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution.

The above along with resolution at item no. 8 of the Notice may be treated as a written memorandum setting out the terms of re-appointment of Shri. Ramesh D. Poddar under section 190 of the Act.

The Board recommends the resolution at Item no. 8 of the Notice, for approval by the members.

## Item No. 9.

Keeping in view the vast and rich experience of Shri. Shrikishan D. Poddar, especially in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 27<sup>th</sup> May, 2017 approved the re-appointment and remuneration of Shri. Shrikishan D. Poddar as Chairman and Managing Director for a further period of 5 years w.e.f. 1<sup>st</sup> November, 2017 to 31<sup>st</sup> October, 2022, on the terms, conditions and remuneration as mentioned in the resolution, subject to approval of the members and other permissions and sanctions as may be applicable, if any.

Shri. Shrikishan D. Poddar is a member of the Finance Committee and Share Transfer Committee of the Company.

A brief resume of Shri Shrikishan D. Poddar as required under the Listing Regulations is given in annexure hereto. The other required disclosures have been made in the Corporate Governance Report which forms part of the Annual Report.

Shri Shrikishan D. Poddar himself, Shri. Ramesh D. Poddar, Smt. Ashadevi R. Poddar, Shri. Pawan D. Poddar and Shri. Gaurav P. Poddar, being relatives of Shri. Shrikishan D. Poddar are deemed to be concerned or interested in this resolution.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution.

The above along with resolution at item no. 9 of the Notice may be treated as a written memorandum setting out the terms of re-appointment of Shri. Shrikishan D. Poddar under section 190 of the Act.

The Board recommends the resolution as set out at Item no. 9 of the Notice, for approval by the members.

## Item No.10.

The Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as textile technology, accountancy, finance, legal and corporate strategy. The Board is of the view that it is necessary that adequate remuneration should be given to the Independent Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Section 197 of the Companies Act, 2013 provides that the remuneration payable to directors who are neither managing directors nor whole time directors shall not exceed, -

- (A) 1 % of the net profits of the Company, if there is a managing or whole time director or manager ;
- (B) 3% of the net profits in any other case.

The resolution shall remain in force for a period of 5 years but may be renewed from time to time by another resolution for further periods of not more than 5 years at a time.

The Board has therefore proposed the passing of a resolution for authorising the payment of remuneration to Non-Executive Directors which shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof as mentioned in the resolution at item no. 10.

The 7 (seven) Independent Directors of the Company namely Shri. Harish N. Motiwalla, Shri. Mangesh D. Teli, Shri. Dileep H. Shinde, Shri. Pramod S. Jalan, Shri. Shailesh S. Vaidya, Shri. Ashok N. Garodia and Shri. Tarun Kumar Govil being Non-Executive Directors are interested in the resolution.

None of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution as set out at item no. 10 of the Notice, for approval by the members.

## Item No.11.

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter-alia to the members of the Company. Further, proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, he/she shall pay such fees as may be determined by the Company in its Annual General Meeting ('AGM').

Accordingly, approval of shareholders is sought, to authorise the Board of Directors to determine the fee to be charged from a member who requests delivery of any documents through a particular mode.

None of the Directors or Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at item no. 11.

The Board recommends the Ordinary Resolution as set out at Item No. 11 of the Notice, for approval by the members.

## Item No. 12.

The Equity Shares of your Company are listed and traded on BSE Limited and National Stock Exchange of India Limited.

The operations of your Company has grown significantly during the last few years, which has generated considerable interest in the Company's Equity Shares in the Stock Market. This coupled with the general positive economic environment has resulted in a substantial increase in the market price of the Company's shares. High price of the Equity Shares of the Company keeps the small retail investors away from trading in your Company's Equity Shares leading to reduction in the liquidity of the shares of your Company in the Stock Market. In order to improve the liquidity of the Company's shares in the Stock Market and to make it affordable to the small investors, the Board of Directors of the Company ("the Board") at their meeting held on 26th July, 2017 considered it desirable to sub-divide its Equity Shares of Rs. 10/- each into 5(five) Equity Shares of Rs. 2/- each, subject to approval of the shareholders and such other authorities as may be necessary.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the Equity Shares is in the best interest of the Company and the investors.

None of the Directors and / or Key Managerial Personnel of the Company including their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other Shareholder of the Company.

The Board recommends the resolution as set out in Item No. 12 as an Ordinary Resolution of the accompanying Notice, for the approval of the members of the Company.

**ITEM No.13 & 14.**

The proposed split of the Face Value of the Equity Shares of the Company of Rs. 10/- each into denomination of Rs. 2/- each fully paid up requires amendment to the Memorandum of Association and Articles of Association of the Company. Accordingly Clause V(a) of the Memorandum of Association and Article 4 of the Articles of Association are proposed to be amended as set out

in Item No. 13 & 14 respectively, in the accompanying notice for reflecting the corresponding changes in the Authorised Share Capital of the Company.

None of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

A copy of the Memorandum and article of Association of the company along with the proposed amendments shall be open for inspection at the Registered office/ Corporate office of the company during 11.00 AM to 1.00 PM on all working days upto the date of declaration of the results of the E-voting/Ballot.

The Board recommends the resolutions as set out in Item No. 13 & 14 of the accompanying notice for the approval of the members of the Company as Special Resolutions.

By Order of the Board

(William Fernandes)  
Company Secretary

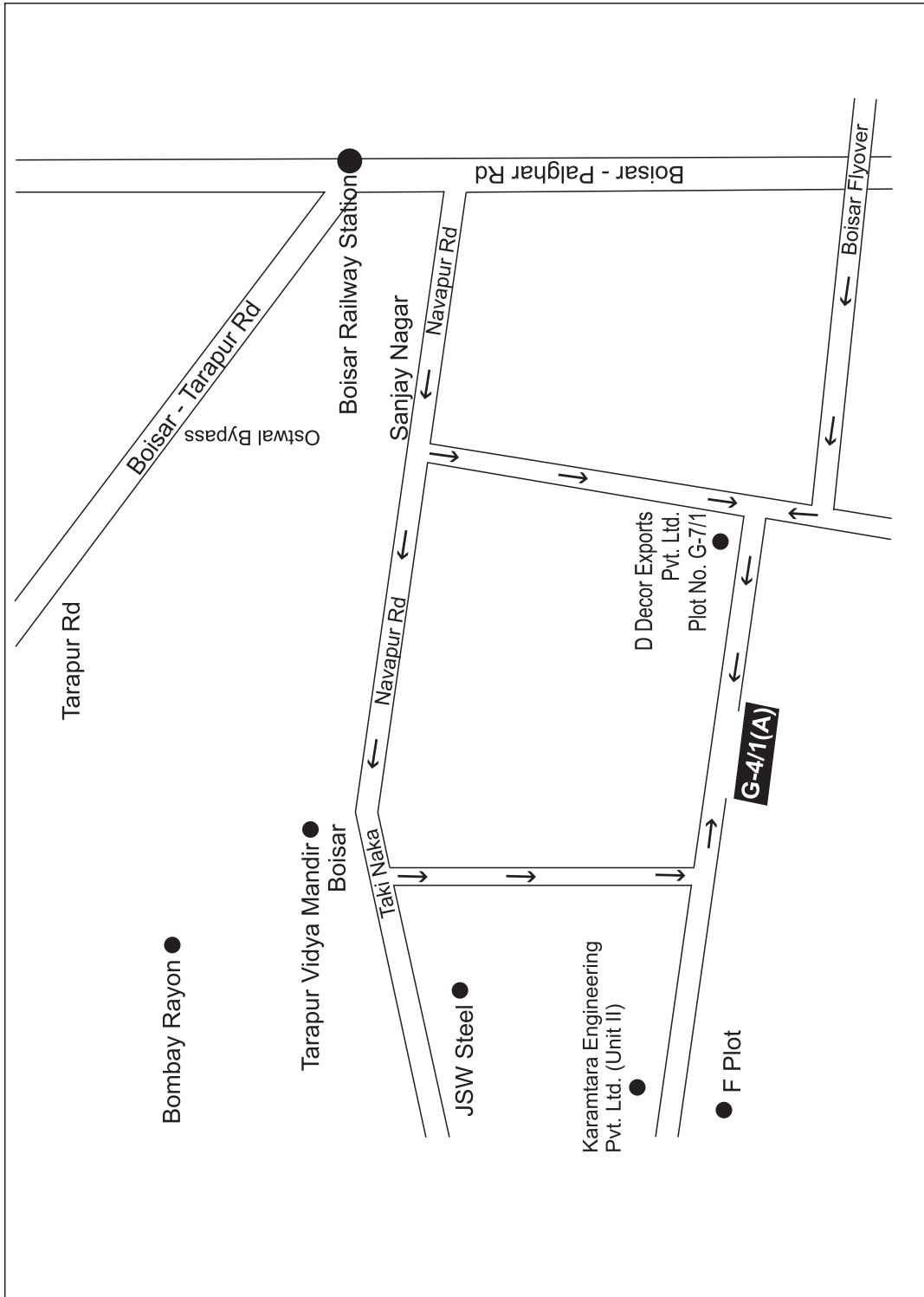
Place: Mumbai  
Date : 26<sup>th</sup> July, 2017.

**Annexure to Items 3 and 6 of the Notice**

Details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting (In pursuance of the Listing Regulations)

Name of the Director and number of shares held in the Company	Date of Birth	Date of Appointment on the Board	Qualifications	Expertise in specific functional area	List of other Companies (excluding Private Companies) in which Directorships and Committee Chairmanships/ Memberships, if any.
Smt. Ashadevi R. Poddar (DIN 00169841) 6,45,411 Equity Shares	15/09/1951	01/08/2014	B. Com	Industrialist with vast experience in the Textile Industry	<b>Directorship</b> None
Shri. Ashok M. Jalan (DIN 00456869) 1,117 Equity Shares	02/10/1959	30/01/2007	B. Com	Administration, Commercial and Operations .	<b>Directorship</b> None
Shri. Gaurav P. Poddar (DIN 03230539) 3,90,400 Equity Shares	04/02/1985	01/08/2012	B. Sc., MBA	Sales and Marketing	<b>Directorship</b> None
Shri. Ramesh D. Poddar (DIN 00090104) 3,33,899 Equity Shares	08/11/1952	24/01/1989	B.Sc.	Industrialist with vast experience in Textile / Rubber Industry	<b>Directorship</b> None
Shri. Shrikishan D. Poddar (DIN 00160323) 3,07,400 Equity Shares	09/08/1963	27/10/1989	B. Com	Industrialist with vast experience in the Textile Industry	<b>Directorship</b> None

**ROUTE MAP TO THE VENUE OF THE AGM**  
Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar - 401506, Maharashtra



### ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting.

I / We hereby record my/our presence at the 39th Annual General Meeting of the Company held on Saturday, 9<sup>th</sup> September, 2017, at 11.00 a.m., at Plot No. G-4/1(A), MIDC, Tarapur, Boisar Dist. Palghar 401 506.

**Name of the Shareholder/ Proxy**

**Signature of the Attending Member / Proxy**

Note: (1) A Member / Proxy holder attending the meeting must bring the attendance slip to the meeting and hand it over at the entrance duly signed. (2) A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

**Note** : Please refer to the instructions printed under the notes to the Notice of the 39<sup>th</sup> AGM. The voting period starts from 9.00 am on Wednesday, 6<sup>th</sup> September, 2017 and ends at 5.00 p.m. on Friday, 8<sup>th</sup> September, 2017. The voting portal shall be disabled for voting thereafter.

### PROXY FORM

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

Name of the Member (s)

Registered Address

Email ID

Folio No. / DP-Client ID

No. of Shares

I/We.....of..... in the district of ....., being a Member/Members of the above named Company hereby appoint ..... of .....in the district of .....or failing him ..... of..... in the district of..... as my/our proxy to attend and vote (on poll) for me /us on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 9<sup>th</sup> September, 2017, at 11.00 a.m., at Plot No. G-4/1(A), MIDC, Tarapur, Boisar Dist. Palghar 401 506 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	Resolutions	Optional *	
		For	Against
1.	Adoption of Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.		
2.	To declare Dividend on the Equity Shares of the Company for the financial year ended 31st March, 2017.		
3.	Re-appointment of Smt. Ashadevi R. Poddar, who retires by rotation.		
4.	Re-appointment of Messrs. Songira & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration.		
5.	Ratification of remuneration payable to Cost Auditors for the FY.2017-18.		
6.	Re-appointment of Shri. Ashok M. Jalan as Senior President cum Director for a period of 5 years w.e.f. 30th January, 2017 and to approve the remuneration payable to him.		
7.	Re-appointment of Shri. Gaurav P. Poddar as President and Executive Director for a period of 5 years w.e.f. 1st August, 2017 and to approve the remuneration payable to him.		
8.	Re-appointment of Shri. Ramesh D. Poddar as Chairman and Managing Director for a period of 5 years w.e.f. 1st November, 2017 and to approve the remuneration payable to him.		
9.	Re-appointment of Shri. Shrikishan D. Poddar as Executive Director for a period of 5 years w.e.f. 1st November, 2017 and to approve the remuneration payable to him.		
10.	Resolution authorizing payment of remuneration to Directors other than Managing / Whole-time Directors.		
11.	Resolution authorizing the Board to determine the fee to be charged for delivery of a documents through a particular mode.		
12.	Resolution approving sub division of the Equity Shares of the Company from the face value of Rs.10/- per Equity Share to Rs.2/- per Equity Share.		
13.	Resolution approving Alteration of Capital Clause of the Memorandum of Association of the Company.		
14.	Resolution approving Alteration of Article 4 of the Articles of Association of the Company.		

Signed this ..... Day of..... 2017.

Signature of the share holder : \_\_\_\_\_

Signature of the Proxy holder(s) : \_\_\_\_\_



Signature across the stamp

**Notes:** 1. This instrument of Proxy shall be deposited at the Regd. Office of the Company not less than 48 (Forty Eight) hours before the time of holding the aforesaid meeting.2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 39th Annual General Meeting.3. It is optional to put a '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.4. Please complete all details including details of Member(s) in above box before submission. 5. A Proxy need not be a member of the Company.