



Shreyans Industries Limited

Regd. Office : Village Bholapur, P.O. Sahabana,
Chandigarh Road, Ludhiana - 141 123 India

CIN : L17115PB1979PLC003994
Tel # : 0161-6574125, 2685270
Mob. # : 98761-00948
E-mail : atl@shreyansgroup.com
website : www.shreyansgroup.com

SIL/SCY/2018-19/174-175

17th July 2018

To

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code: 516016	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (West) Mumbai - 400 051 Scrip Code: SHREYANIND
---	---

SUBJECT: NOTICE OF 38TH ANNUAL GENERAL MEETING

Dear Sir,


Please find enclosed herewith Notice of the 38th Annual General Meeting of the shareholders of the Company scheduled to be held on 10th August, 2018.

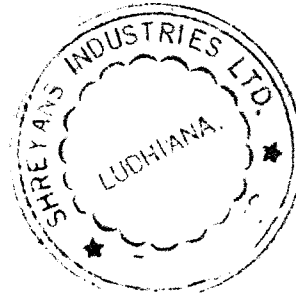
The Annual Report of the Company for the Financial Year 2017-18 will be forwarded after the same is approved and adopted in the scheduled Annual General Meeting in terms of Regulation 34 of SEBI (LODR) Regulations, 2015.

You are requested to take the same on your records.

Thanking you,

For SHREYANS INDUSTRIES LIMITED


(Ruchita Vij)
COMPANY SECRETARY
FCS: 9210



BRANCH OFFICES :-

- 5 A-D, Gopala Tower, 25 Rajendra Place, New Delhi-110 008
Tel # 011-25721042, 25732104 Fax # 91-11-25752271
E-mail : sil.delhi@shreyansgroup.com
- 912, Hub Town, Viva Building, 9th Floor, Shankar Wadi, Western Express Highway, Jogeshwari (East), Mumbai - 400 060. Tel. #: 022-67084631



NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the members of the Company will be held on Friday, 10th day of August, 2018 at 11.00 a.m. at the Registered Office of the Company at Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 to transact the following business.

AS AN ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend, if any, for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. Anil Kumar (DIN: 00009928), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS**ITEM NO. 4**

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of deposits) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) thereof for the time being in force), the consent of the Company be and is hereby given to invite/accept/renew unsecured deposits from members and/or from public in any form or manner from time to time, through circular, advertisement or through any other permitted mode, up to the maximum permissible prescribed limit and on such terms and conditions as the Board may in its absolute discretion deem fit and necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 5

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and its related and applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, (including any statutory modifications thereof for the time being in force), the remuneration of ₹45,000 (Rupees Forty Five Thousand only) and applicable taxes and re-imbusement of out of pocket expenses, if any, for the Financial Year ending 31st March, 2019 as approved by the Board of Directors of the Company and paid/to be paid to M/s. Rajan Sabharwal and Associates, (Firm Registration No. 101961), Cost Accountants, Ludhiana, appointed by the Board as Cost Auditors to conduct the audit of the Cost Accounts of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 6

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 Regulation

17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby granted for continuation of the directorship of Mr. Madan Lal Gupta (holding DIN: 00272672) who has exceeded the age of 75 years as an Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Rajneesh Oswal, Chairman & Managing Director, Mr. Vishal Oswal, Vice-Chairman & Managing Director and Ms. Ruchita Vij, Company Secretary be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 7

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby granted for continuation of the directorship of Dr. Nandagiri Jagannatha Rao (holding DIN: 01282945) who shall be exceeding the age of 75 years as an Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Rajneesh Oswal, Chairman & Managing Director, Mr. Vishal Oswal, Vice-Chairman & Managing Director and Ms. Ruchita Vij, Company Secretary be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) 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 cannot act as a proxy for any other person or shareholder.

2. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.

Corporate members are required to send a certified copy of the Board Resolution to the Company, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed herewith.

5. The Register of Members and Share Transfer books of the Company shall remain closed from 4th August, 2018 to 10th August, 2018 (both days inclusive), for the purpose of Annual General Meeting of the Company and payment of dividend, if any, for both physical and electronic segments.



6. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Members as on 3rd August, 2018.

7. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company, so as to reach the registered office of the Company at least 10 days before the date of the meeting so that information required may be made available at the time of the Meeting.

8. Copies of the Annual Report are being sent by electronic mode only to those members whose email addresses are registered with the company/depository participants(s) for communication purposes unless any members has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2018 are being sent by the permitted mode.

9. Members are requested to:

1. Quote their folio number/Client ID & DP-ID in all correspondence with the company.
2. Notify immediately to the company any change in their address/ mandate, if any.
3. Register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.

10. Shares of the Company are available for De-Materialization under **ISIN- INE231C01019**. Members who have not opted for De-Materialization are requested to do so in their own interest.

11. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has uploaded the details of unclaimed and unpaid dividend amounts lying with the Company on the website of the Company at www.shreyansgroup.com. The said information was also filed with MCA and the same can be accessed at www.iepf.gov.in.

Furthermore, in terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been claimed or paid by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits, if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules.

Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

12. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non members and children.

13. A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting

but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:-

(i) The remote e-voting period begins on 6th August, 2018 (9.00 A.M.) and ends on 9th August, 2018 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 3rd August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 3rd August, 2018 may obtain the login ID and password by sending a request at cs@shreyansgroup.com.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in De-mat 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.

(vii) If you are holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

	For Members holding shares in Demat Form (First time user) and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number* in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Please enter the DOB or Dividend Bank Details in order to login. Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or Folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your demat account or in the Company records for the said demat account or Folio. If the details are not recorded with the depository or company please enter the Member ID / Folio no. in the Dividend Bank details field.

*sequence number shall be as per separate sheet attached with the Annual Report.

(viii) After entering these details appropriately, click on "SUBMIT" tab.




- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in De-mat 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 De-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVS(180703003)** for the **<Shreyans Industries Limited>** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If De-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders: Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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 they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
14. M/s. P.S. Bathia & Associates, Company Secretaries in practice, Ludhiana have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). The Scrutinizer shall within a period of 48 hours from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
15. The Results shall be declared within 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.shreyansgroup.com and on the website of CDSL and communicated to the Stock Exchanges.

**By order of the Board
For Shreyans Industries Limited**

**Sd/-
Ruchita Vij
Company Secretary
FCS 9210**

Dated : May 25, 2018
Regd. Office: Village: Bholapur,
P.O. Sahabana, Chandigarh Road,
Ludhiana 141 123
CIN: L17115PB1979PLC003994
Tel.: +91-161-2685270, 98761-00948
Email: cs@shreyansgroup.com, atl@shreyansgroup.com
Website: www.shreyansgroup.com

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013, FORMING PART OF THE
NOTICE OF ANNUAL GENERAL MEETING**

ITEM NO. 4

Pursuant to Section 73 of the Companies Act, 2013 and rules made there under and after approval of the members of the company at its meeting held on 7th September, 2017, the Company had issued circular in the form of advertisement being invitation for deposits from members/public, which is valid up to the date of 38th Annual General Meeting of the Company i.e. up to 10th August, 2018.

The Board of Directors at their meeting held on 25th May, 2018 decided to continue invite/accept/renew unsecured deposits from members and/or public after complying with the relevant provisions of the Companies Act, 2013 and rules made there under to enable the Company to maintain an alternative source of financing, and only need based deposits shall be accepted and/or renewed.

The Board recommends this resolution for the approval of members by means of a special resolution.





NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested in the said resolution.

ITEM NO. 5

The Board of Directors at their meetings held on 25th May, 2018 have approved the appointment of M/s.Rajan Sabharwal and Associates, (Firm Registration No. 101961), Cost Accountants, Ludhiana as Cost Auditors to conduct the audit of the cost accounts of the company for the Financial Year 2018-19 and the remuneration was fixed as given in the resolution.

As per Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors shall be ratified by the shareholders.

The Board recommends the aforesaid resolution for approval of the members by means of an Ordinary Resolution.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested in the said resolution.

ITEM NO. 6

Mr. Madan Lal Gupta, at present aged 76 years, has been re-appointed as a Non-Executive Independent Director of the Company by an Ordinary Resolution passed by the members of the Company in 34th Annual General Meeting held on 13th August, 2014. The Company had received from him requisite consent, intimation and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, in connection with his re-appointment as an independent Director.

Mr. Madan Lal Gupta is a Commerce and Law Graduate and holding Master degree in Commerce. He is having a rich and varied experience in Finance. Considering the qualification, positive attributes, expertise and independence, the Board of Directors considers to continue his association for the immense benefit of the Company. As per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is required by

ANNEXURE TO ITEM NOS. 3 OF THE NOTICE

Brief Profile of Director appointed/re-appointed at the forthcoming Annual General Meeting

(in pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Director liable to retire by rotation Mr. Anil Kumar
DIN	00009928
Date of Birth	02.08.1950
Date of Appointment on the Board	30.08.1988
Expertise in specific functional areas	Finance and General Administration
Qualification	MBA, B.Sc (Engg.)
Directorship of other public limited companies	Sohrab Spinning Mills Limited
Memberships of Committees of other public limited companies (mandatory committees only)	NIL
Disclosure of relationship between directors inter-se	Mr. Anil Kumar does not have any relation with other directors, manager and KMPs.
No. of shares held in the Company	1,325

way of a special resolution for continuing the Directorship of any non-executive Director who have attained the age of 75 years. Looking to his experience and expertise and in compliance with the said SEBI Regulations, your Board of Directors recommends the passing of the proposed Special Resolution.

NOTICE OF INTEREST

Except Mr. Madan Lal Gupta, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 7

Dr. Nandagiri Jagannatha Rao, at present aged 74 years, has been re-appointed as a Non-Executive Independent Director of the Company by an Ordinary Resolution passed by the members of the Company in 34th Annual General Meeting held on 13th August, 2014. The Company had received from him requisite consent, intimation and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, in connection with his re-appointment as an independent Director.

Dr. Nandagiri Jagannatha Rao is holding Master degree in Technical field & also did Ph. D in Chemical Engineering. He is having a rich and varied experience in Paper Industry. Considering the qualification, positive attributes, expertise and independence, the Board of Directors considers to continue his association for the immense benefit of the Company. As per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is required by way of a special resolution for continuing the Directorship of any non-executive Director who have attained the age of 75 years. Looking to his experience and expertise and in compliance with the said SEBI Regulations, your Board of Directors recommends the passing of the proposed Special Resolution.

NOTICE OF INTEREST

Except Dr. Nandagiri Jagannatha Rao, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.