



S.R. Industries Limited

CIN: L29246PB1989PLC009531

Regd. Off.: E-217, Industrial Area, Phase 8B

Mohali, Punjab - 160071

Website: www.srfootwears.com

Email: info@srfootwears.com

Tel: +91 172 4602888

Date: 14.05.2021

To,
The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip code: 513515 Symbol: SRIND

Subject: Intimation for Notice of the Adjourned Extra-Ordinary General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed the Notice of the Adjourned Extra-Ordinary General Meeting of members of the company to be held on Friday, May 21, 2021 at 02:30 p.m. at the registered office of the company at E- 217, Industrial Area, Phase-8B, Mohali-160071 PB.

You are requested to kindly take the same on record.

Thanking you,

Yours Faithfully,
For **S.R. Industries Limited**

Amit
Mahajan

Digitaly signed by Amit Mahajan
DN: c=IN, o=S.R. Industries Limited,
ou=Finance, email=amit.mahajan@srfootwears.com,
serialNumber=1, cn=Amit Mahajan
Date: 2021.05.14 11:06:59 +05'30'

Amit Mahajan
Chief Financial Officer
DIN: 00038593

Encl.: Notice of the adjourned Extra-Ordinary General Meeting.



S.R. Industries Limited
CIN: L29246PB1989PLC009531
Regd. Off.: E-217, Industrial Area, Phase 8B Mohali, Punjab - 160071
Website: www.srfootwears.com Email: info@srfootwears.com
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NOTICE OF THE ADJOURNED EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the adjourned Extra-Ordinary General Meeting (EGM) of the Members of **S R INDUSTRIES LIMITED** (originally held on Friday, the 14th day of May, 2021 at 02:30 p.m.) will be held on Friday, 21st day of May, 2021 at 02:30 p.m. at the registered office of the Company situated at E- 217, Industrial Area, Phase-8B, Mohali-160071.

The Adjourned EGM shall transact the business set out in the Original Notice of Extra-Ordinary General Meeting as follows:

SPECIAL BUSINESS:

Item No. 1: Appointment of Statutory Auditors to fill-up Casual Vacancy

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any Statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Goel Satish & Co., Chartered Accountants (FRN: 010693N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Kansal Jain & Associates (Formally known as NJ & Associates), Chartered Accountants.”

“RESOLVED FURTHER THAT M/s Goel Satish & Co., Chartered Accountants (FRN: 010693N), be and are hereby appointed as Statutory Auditors of the Company from 16th February, 2021, till the conclusion of 32nd Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Auditors and the Board and they shall conduct the Statutory Audit for the financial year 2020-21.”

Item No. 2: To regularize appointment of Mrs. Sangeeta Mahajan (DIN: 00818293) as Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the

regularization of appointment of Mrs. Sangeeta Mahajan (DIN: 06978146), as Non-Executive Director of the Company with effect from 20th April, 2021."

Item No. 3: Approval of Related Party Transaction

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (*Listing* Obligation and Disclosure Requirements) *Regulations*, 2015 and any other regulation thereunder, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders be and is hereby accorded for the following arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company for the financial year commencing on April 1, 2021 and for every financial year thereafter;

RESOLVED FURTHER THAT all the earlier transactions done by the Board in this behalf be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby individually authorised to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution."

**Place: Mohali
Date: May14, 2021**

**By Order of the Board of Directors
For S R Industries Limited**

**Registered Office:
E- 217, Industrial Area, Phase-8B
Mohali-160071 PB
E-Mail:info@srfootwears.com
CIN: L29246PB1989PLC009531**

**Sd/-
Amit Mahajan
CFO cum Wholetime Director
DIN: 00038593**

NOTES:

- A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed.
- B. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/ PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- C. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share Capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- D. Every Member during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Adjourned EGM and ending with the conclusion of the EGM, would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days prior notice in writing is given to the Company.
- E. Members may also note that this Notice of this Adjourned EGM will be available on the website of the Company i.e., www.srfootwears.com.
- F. All documents referred in this Notice and the Explanatory Statement are open for inspection at the registered office of the Company during office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Extra Ordinary General Meeting.
- G. In case, of joint holders attending this Adjourned EGM, only such joint holder whose name appear first in order of names will be entitled to vote.
- H. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.
- I. The voting result shall be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose.
- J. The resolution mentioned in this Notice of Adjourned EGM shall be deemed to be passed on the date of original EGM meeting scheduled on 14th May, 2021 as per the provisions of the Companies Act/Rules, subject to the receipt of the requisite number of votes in favour of the respective resolution.
- K. Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.
- L. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.

- M. Member / Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification for attendance at the Meeting.
- N. Non – Resident Indian Members are requested to inform the Company's registrar and share transfer agents M/s. LinkIntime India Private Limited immediately of:
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with -pin code number, if not furnished earlier.
- O. The Notice of the Extra Ordinary General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- P. To support the 'Green Initiative', the Members holding shares in physical form and who have not registered their email IDs, are requested to register the same with the Company's registrar and share transfer agents M/s. LinkIntime India Pvt. Ltd.
- Q. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- R. The members who have cast their vote by e-voting prior to the Extra-Ordinary General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
- S. Mr. Ravinder Kumar, Company Secretary in practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- T. The Scrutinizer shall, immediately after the conclusion of voting at the Extra-Ordinary General Meeting, first count the votes cast at the meeting thereafter, unblock the votes cast through remote e-voting in the presence of atleast 2 witnesses not in employment of the Company and make, not later than 3 days from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013.

Item No. 1:

The Board of Directors of the Company, in its meeting held on 16th February, 2021, decided that M/s Goel Satish & Co., Chartered Accountants (FRN: 010693N), eligible for being appointed as a statutory auditors of the Company in pursuance to the provisions of the Companies act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, be appointed as the Statutory Auditors of the Company subject to the approval by the shareholders in Extra-Ordinary General Meeting, to fill the casual vacancy caused by the resignation of M/s Kansal Jain & Associates (Formally known as NJ & Associates), Chartered Accountants due to their preoccupation in other assignments.

M/s Goel Satish & Co., Chartered Accountants (FRN: 010693N), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and also provided their eligibility certificate. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 1 of this Notice as an Ordinary Resolution.

Item No. 2:

The Board of Directors of the Company, in its meeting held on 20th April, 2021 (based on the recommendation of Nomination and Remuneration Committee) has appointed Mrs. Sangeeta Mahajan (DIN: 06978146) as the Additional Director (Non-Executive, Non-Independent Director) from 20.04.2021.

Brief profile of Mrs. Sangeeta Mahajan (DIN: 06978146)

Mrs. Sangeeta Mahajan is a self-employed business person. Having graduated from Lady Shri Ram College with a degree in English Honours. She has been performing social services alongwith contributing business at multidisciplinary levels.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company and has recommended the Item No. 2 of this Notice relating to her appointment as a Director, liable to retire by rotation as Ordinary Resolution for your approval.

Your Board recommends the said resolution, as ordinary resolution, for your approval.

Item No. 3:

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds limit prescribed in Rule 15(3) of the said Rules.

Further as per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through special resolution. Accordingly, the approval of the shareholders by way of Special Resolution in sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, to enable the Company to enter into related party transactions in one or more trenches, in its ordinary course of business and at arm's length basis. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 as follows:

Value of Related Party Transactions/ Arrangements per financial year
Rs. In Lakhs

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	Babaji& Co.	Sock N Sock	SISV Decor and Fashion
	Nature of Relationship	Associate Concern	Associate Concern	Proprietorship of Director
	Name of interested Director(s)/KMP(s)	Mrs. Anu Kumari	Mr. Udit Mayor Mr. Munish Mahajan	Mrs. Anu Kumari
1	Sales/ Purchase of goods or material “*”	75.00	50.00	50.00
	Total	75.00	50.00	50.00

Terms and conditions “*”

- At market value for each such transaction on an arm's length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommends passing of the resolution as set out at Item no. 3 of this Notice as a Special Resolution.

ANNEXURE TO THE EGM NOTICE

**Details of Director seeking appointment at the forthcoming Extra-Ordinary
General Meeting of the Company**

Name	Mrs. Sangeeta Mahajan (DIN: 06978146)
Date of Birth	24/08/1949
Qualification	Graduation
Expertise in Specific functional Area	Professional & Technical Expertise in Business Operation Managements
Number of Shares held in Equity Capital of the Company	Nil
Directorship held in other Indian Listed Companies	Nil
Chairman/Member of Committees of Board of Directors of other Listed Companies	Nil
Disclosure of relationships between Directors/KMP inter-se	She is the mother of Mr. Munish Mahajan (Managing Director) and Mr. Amit Mahajan (CFO).

Place: Mohali
Date: May 14, 2021

**By order of the Board of Directors
For S R Industries Limited**

Registered Office:
E- 217, Industrial Area, Phase-8B
Mohali-160071 PB
E-Mail: info@srfootwears.com
CIN: L29246PB1989PLC009531

Sd/-
Amit Mahajan
CFO cum Wholetime Director
DIN: 00038593



S.R. Industries Limited

Form no. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L29246PB1989PLC009531
Name of the Company : S R Industries Limited
Registered office : E-217, Industrial Area, Phase 8-B, Mohali, Punjab

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

1. Name:

Address:

Email ID:

Signature:....., or failing him

2. Name:

Address:

Email ID:

Signature:....., or failing him

3. Name:

Address:

Email ID:

Signature:.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Adjourned Extra-Ordinary General Meeting of the Company, to be held on Friday, the 21st day of May, 2021 at 02:30 p.m. at Registered Office of the Company Situated at E-217, Industrial Area, Phase 8-B, Mohali (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution (Special Business)
1.	Ordinary Resolution- Appointment of Statutory Auditors' to fill-up Casual Vacancy
2.	Ordinary Resolution-Regularization of appointment of Mrs. Sangeeta Mahajan (DIN: 00818293) as Non-Executive Director of the Company
3.	Special Resolution- Approval of Related Party Transaction

Signed this day of, 2021

Signature of Shareholder:

Signature of Proxy Holder (s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp



ATTENDANCE SLIP

REGD. OFFICE: E-217, INDUSTRIAL AREA, PHASE 8-B, MOHALI

Adjourned Extra-Ordinary General Meeting

21stMay, 2021

Folio No. _____

DP ID _____

No of Share(s) held _____

Client ID _____

Full name of the Member/Proxy attending the meeting

(First Name)

(Second Name)

(Surname)

FIRST HOLDER/JOINT HOLDER/PROXY

(Strike out whichever is not applicable)

I hereby record my presence at the Adjourned Extra-Ordinary General Meeting of the Company held on Friday, the 21st day of May, 2021 at 02:30 p.m. at Registered Office of the Company Situated at E 217, Industrial Area, Phase 8-B, Distt. Mohali, Punjab - 160071.

Signature of the Member /Proxy



Road Map of the EGM

From Bus Stand, Sector 43, Chandigarh to S R Industries Ltd, E-217, Phase- 8B, Mohali.

