

**NOTICE**

Notice is hereby given that the TwentyNinth Annual General Meeting of the shareholders of the company will be held on Thursday, the 27<sup>th</sup> day of September, 2018 at 09:00 A.M. at the registered office of the company at E-217, Industrial Area, Phase 8 B, Mohali, Punjab to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account & cash flow statement for the year ended on that date together with the reports of Auditors' and Directors' including the management & discussion analysis thereon.
2. To appoint a director in place of Mr. Amit Mahajan (DIN: 00038827), Director (Operations) who retires by rotation and is eligible for re-appointment.

**SPECIAL BUSINESS :**

3. Rescission/ Withdrawal of Special Resolution No. 1 passed through Postal Ballot dated 12th March, 2018.  
To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:  
"RESOLVED THAT the resolution passed by the members through Postal Ballot dated 12th March, 2018 for Alteration of Capital Clause in the Memorandum of Association of the Company by reclassifying the existing authorised share capital and the corresponding alteration in the Capital Clause of the Memorandum and Articles of Association be and is hereby rescinded/withdrawn."
4. Rescission/ Withdrawal of Special Resolution No. 2 passed through Postal Ballot dated 12th March, 2018.  
To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:  
"RESOLVED THAT the resolution passed by the members through Postal Ballot dated 12th March, 2018 for Variation of rights, terms and conditions of the Redeemable Preference Shares and their conversion into 0.01% Optionally Convertible Preference Shares and the corresponding alteration in the Capital Clause of the Memorandum and Articles of Association be and is hereby rescinded/withdrawn."
5. Rescission/ Withdrawal of Special Resolution No. 3 passed through Postal Ballot dated 12th March, 2018.  
To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:  
"RESOLVED THAT the resolution passed by the members through Postal Ballot dated 12th March, 2018 for issue of Equity shares of the Company to the Promoter / Promoter Group against the outstanding unsecured loans received by the Company from its promoter/promoter group be and is hereby rescinded/withdrawn."

For and on behalf of the Board

Place: Mohali  
Date: 14.08.2018  
Regd. Office:  
E-217, Industrial Area,  
Phase 8 B, Mohali, Punjab

sd/-  
(R. C. Mahajan)  
Managing Director  
DIN : 00038661

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed.
2. **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 AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company shall remain closed from 21.09.2018 to 27.09.2018 (both days inclusive).
4. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Limited Companies or societies etc. must be supported by appropriate resolutions / authority, as applicable.
5. In case of joint holders attending the meeting, the joint holder who is higher in order of names under a given Folio / DP ID-Client ID (in respect of dematerialized shares) will be entitled to vote.
6. Members / Proxies are requested to bring their copy of this notice along with duly filled admission slip for attending the meeting.
7. Members holding shares in physical form are requested to notify change in address, if any, to the company at its Registered Office or to the Registrar & Transfer Agents – M/s Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.
8. Members holding shares in electronic form are requested to notify change in their address, if any, to their Depository Participant.
9. Pursuant to the provisions of Companies Act, 2013 read with the rules framed thereunder, the company may send notice of general meeting and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, members are requested to inform their e-mail ID to the company.
10. Electronic copy of the notice of general meeting of the company is being sent to all the members whose email ids are registered with the company / Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies are being sent by the permitted mode.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the provisions of Listing Regulations, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the notice convening annual general meeting to be held on Thursday, the 27<sup>th</sup> day of September, 2018 at 09:00 A.M. at the registered office of the company at E-217, Industrial Area, Phase 8-B, Mohali (Punjab). The company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.
12. The instructions for members for e-voting are as under:
  - (i) The voting period begins on Monday, the 24<sup>th</sup> day of September, 2018 at 09:00 A.M. and ends on Wednesday, the 26<sup>th</sup> day of September, 2018 at 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) of Thursday, the 20<sup>th</sup> day of September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - (a) For CDSL: 16 digits beneficiary ID,
    - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (v) Next enter the Image Verification as displayed and Click on Login.
    - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned on Attendance Slip indicated in the PAN field.
DOB	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. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(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 demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company, i.e. S R Industries Limited on which you choose to vote (EVSN 180830063).

(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 Demat 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) Note for Non - Individual Shareholders and Custodians

 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

 After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

 The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

 A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.

(xx) Since, the Company is required to provide the members facility to exercise their vote by electronic means, shareholders of the company, holding shares either in physical form or dematerialized form as on the cut-off date i.e. Thursday, the 20th September, 2018 and not casting their vote electronically, may also cast their vote at the Annual General Meeting.

(xxi) The members who have cast their vote by e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

(xxii) Mr. Ramesh Bhatia, Company Secretary in practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxiii) The Scrutinizer shall, immediately after the conclusion of voting at the Annual 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 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 2**

A brief profile of the Director retiring by rotation and is eligible for re-appointment:

Mr. Amit Mahajan (DIN: 00038827), Director (Operations) who retires by rotation and is eligible for re-appointment.

Age: 44 years as on 31.03.2018

Qualification: Be (Mech.)

Experience: Over 23 years experience in handling operational activities.

Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid: No change, as per last year.

Remuneration last drawn by such person: Rs. 21.60 Lacs.

Date of first appointment on the Board: 01.09.2006

Shareholding in the company: Holds 411450 shares as on 31.03.2018

Relationship with other Directors, Manager and other Key Managerial Personnel of the company: Being a promoter, he is related to other promoters.

Number of Meetings of the Board attended during the year: 8

Other Directorships: Nil

Membership/ Chairmanship of Committees of other Boards: Nil

##### **Item No. 3**

Your Board at its meeting held on 14th August, 2018 has decided to rescind the Special Resolution No. 1 passed by the members through Postal Ballot dated 12th March, 2018 for Alteration of Capital Clause in the Memorandum of Association of the Company by reclassifying the existing authorised share capital of Rs. 300,000,000 (Rupees Thirty Crore only) divided into 15,000,000 (One Crore Fifty lakhs) Equity Shares of Rs.10 each (Rupees Ten only) and 1,500,000 (Fifteen Lakhs) 8% Non-Cumulative Redeemable Preference Shares of Rs. 100 (Rupees Hundred only) each to Rs. 300,000,000 (Rupees Thirty Crore only) divided into 21,750,000 (Two Crore Seventeen Lakhs Fifty Thousand) Equity Shares of Rs. 10 each (Rupees Ten only) and 7,50,000 (Seven Lakhs Fifty Thousand) 0.01% Optionally Convertible Preference Shares of Rs. 100 (Rupees Hundred only) and 75,000 (Seventy-Five Thousand) 8% Non-Cumulative Redeemable Preference Shares of Rs. 100 (Rupees Hundred only) each, and accordingly the corresponding alteration in the Capital Clause of the Memorandum and Articles of Association shall also be rescinded/ withdrawn.

The Board of Directors recommends the Special Resolution as set out under item No. 3 for approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution

except to the extent of their shareholding in the Company, if any.

**Item No. 4**

Your Board at its meeting held on 14th August, 2018 has decided to rescind the Special Resolution No. 2 passed by the members through Postal Ballot dated 12th March, 2018 for Variation of rights, terms and conditions of the Redeemable Preference Shares and their conversion into 0.01% Optionally Convertible Preference Shares and accordingly the corresponding alteration in the Capital Clause of the Memorandum and Articles of Association shall also be rescinded/ withdrawn.

The Board of Directors recommends the Special Resolution as set out under item No. 4 for approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution except to the extent of their shareholding in the Company, if any.

**Item No. 5**

Your Board at its meeting held on 14th August, 2018 has decided to rescind the Special Resolution No. 3 passed by the members through Postal Ballot dated 12th March, 2018 for Issue of Equity shares of the Company to the Promoter / Promoter Group against the outstanding unsecured loans received by the Company from its promoter/promoter group.

The Board of Directors recommends the Special Resolution as set out under item No. 5 for approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution except to the extent of their shareholding in the Company, if any.

For and on behalf of the Board of Directors of SR Industries Ltd.

Place: Mohali  
Date: 14.08.2018  
Regd. Office:  
E-217, Industrial Area,  
Phase 8 B, Mohali

sd/-  
(R. C. Mahajan)  
Managing Director  
DIN : 00038661

**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 Twenty Ninth Annual General Meeting of the Company, to be held on Thursday, the 27<sup>th</sup> day of September, 2018 at 09.00 A.M at E-217, Industrial Area, Phase 8-B, Mohali (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

**RESOLUTIONS**

**Ordinary Business**

1. Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors
2. Re-appointment of Mr. Amit Mahajan, Director (Operations) (DIN : 00038827) retiring by rotation

**Special Business**

3. Rescission/ Withdrawal of Special Resolution No. 1 passed through Postal Ballot dated 12th March, 2018.
4. Rescission/ Withdrawal of Special Resolution No. 2 passed through Postal Ballot dated 12th March, 2018.
5. Rescission/ Withdrawal of Special Resolution No. 3 passed through Postal Ballot dated 12th March, 2018.

Signed this ..... day of ....., 2018

Signature of Shareholder:

Affix  
Revenue  
Stamp

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.

**ATTENDANCE SLIP**

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

**Twenty Ninth Annual General Meeting  
September 27, 2018**

**S. R. Industries  
L i m i t e d**

Folio No. \_\_\_\_\_ DPID \_\_\_\_\_  
No of Share(s) held \_\_\_\_\_ Client ID \_\_\_\_\_

Full name of the Member/Proxy attending the meeting

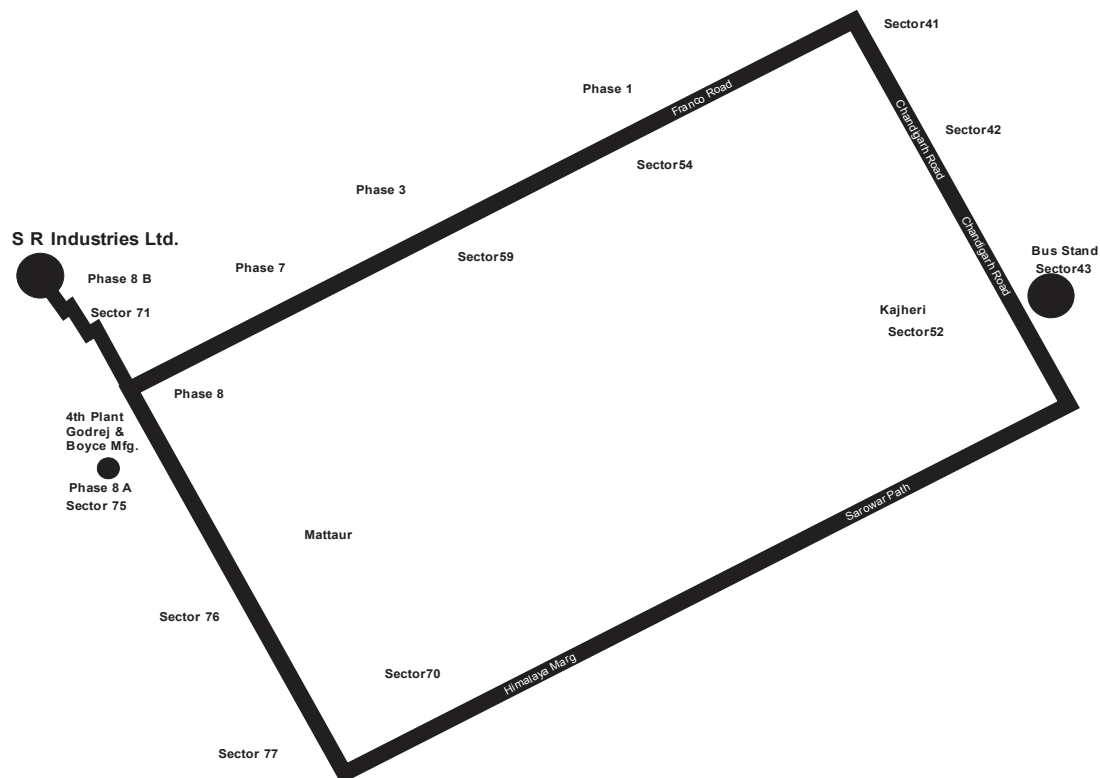
\_\_\_\_\_  
(First Name) (Second Name) (Surname)

FIRST HOLDER/JOINT HOLDER/PROXY  
(Strike out whichever is not applicable)

I hereby record my presence at the Twenty Ninth Annual General Meeting of the Company held on Thursday, the 27th day of September, 2018 at 09:00 a.m. at E 217, Industrial Area, Phase 8-B, Distt. Mohali, Punjab -160071.

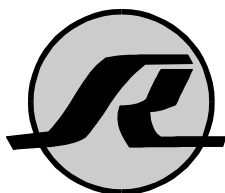
\_\_\_\_\_  
Signature of the Member/Proxy

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



**BOOK - POST**

**S .R. Industries Limited**



Regd. Office:  
E-217, Industrial Area, Phase 8-B,  
Distt. Mohali (Punjab)  
Phones : (0172) 4602888