

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the shareholders of the company will be held on Thursday, the 19th day of September, 2019 at 09:00 A.M. at the registered office of the company at E-217, Industrial Area, Phase 8B, Mohali, Punjab to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 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 and analysis thereon.
2. To appoint a director in place of Mr. Amit Mahajan (DIN: 00038593), Director (Commercial) who retires by rotation and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Udit Mayor (DIN 02425273) as Independent Director on the Board of the Company.
To consider and, if though fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the nomination & remuneration committee of the company, Mr. Udit Mayor (DIN 02425273), appointed as an Additional Independent Director of the Company pursuant to the provisions of Section 161 and 149 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire to rotation and to hold office for 5 (five) consecutive years for a term up to 13.08.2024."
"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".
4. Re-appointment of Mrs. Seema Mahajan (DIN 06978146) as an Independent Non-Executive Director.
To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Seema Mahajan (DIN 06978146), Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 9th November, 2019 to 8th November, 2024 and whose office shall not be liable to retire by rotation".
"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".
5. Re-appointment of Mr. Amit Mahajan (Director- Commercial) as a whole time director of the Company
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 196, 197 and other applications provisions, if any, of the Companies Act, 2013

(including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V prescribed under the Act and Articles of Association of the Company and also subject to the approval of such other authorities as may be required, Mr. Amit Mahajan, Director (Commercial), DIN: 00038593 be and is hereby re-appointed as Whole time Director of the company liable to retire by rotation, for five years, to be designated as Director (Commercial) w.e.f. April 1, 2019 at a remuneration as stated below:

Salary : Rs. 1.20 Lacs per month
Perquisites

Category –A

Housing / HRA

- a) Expenditure by the company on hiring accommodation subject to a ceiling of 50% of basic salary.
- b) If the company does not provide accommodation to him, he shall be paid HRA @50% of the basic salary.

Medical Reimbursement – As per Company's Rules

Leave Travel Concession - As per Company's Rules.

Club Fees - As per Company's Rules

Personal Accidental Insurance - As per Company's Rules.

Category –B

Provident Fund Contribution- As per rates prescribed under Employees' Provident Fund and Misc. Provisions Act, 1952.

Category –C

Car – He shall be provided with the company's car with driver for performing his official duties. Use of Company's car for his private purpose shall be billed by company to his account.

Telephone – He shall be provided with Company's telephone at his residence and that all long distance personal call shall be billed by the Company to his account.

Further, based on his performance the Board of Directors / Remuneration Committee of the Company is hereby authorised to increase, from time to time, his basic salary up to Rs. 2.40 per month.

6. Re-appointment of Mr. Amit Mahajan (Director- Operations) as a whole time director of the Company
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 196, 197 and other applications provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V prescribed under the Act and Articles of Association of the Company and also subject to the approval of such other authorities as may be required, Mr. Amit Mahajan, Director (Operations), DIN: 00038827 be and is hereby re-appointed as Whole time Director of the company liable to retire by rotation, for five years, to be designated as Director (Commercial) w.e.f. April 1, 2019 at a remuneration as stated below:

Salary : Rs. 1.20 Lacs per month
Perquisites

Category –A

Housing / HRA

- a) Expenditure by the company on hiring accommodation subject to a ceiling of 50% of basic salary.
- b) If the company does not provide accommodation to him, he shall be paid HRA @50% of the basic salary.

Medical Reimbursement – As per Company's Rules

Leave Travel Concession - As per Company's Rules.

Club Fees - As per Company's Rules

Personal Accidental Insurance - As per Company's Rules.

Category –B

Provident Fund Contribution- As per rates prescribed under Employees' Provident Fund and Misc. Provisions Act, 1952.

Category –C

Car – He shall be provided with the company's car with driver for performing his official duties. Use of Company's car for his private purpose shall be billed by company to his account.

Telephone – He shall be provided with Company's telephone at his residence and that all long distance personal call shall be billed by the Company to his account.

Further, based on his performance the Board of Directors / Remuneration Committee of the Company is hereby authorised to increase, from time to time, his basic salary up to Rs. 2.40 per month.

7. Ratification of the resolution regarding Preferential Issue of Compulsorily Convertible Debentures passed in the 28th AGM of the Company held on 18th September, 2017.

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

"RESOLVED THAT item no. 4 of the resolution of the Notice dated 10th August, 2017 is modified to the extent as provided herein below to ratify the tenure for conversion and allotment of such CCD's and to ratify PAN numbers of two allottees and the shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed:

Point no (d) of para 3 states that

The CCDs shall be compulsorily convertible into Equity Shares on the date of expiry of 15 months from the date of allotment of the CCDs;

The above para shall be read and replaced by:

"The CCDs shall be compulsorily convertible into Equity Shares on the date of expiry of 18 months from the date of allotment of the CCDs;

Para 1 of item no 4 of explanatory statement

The Company has incurred losses in business during the last couple of years however, the Company is now experiencing growth with new opportunities coming due to change in business environment. Capital commitment is the essentially driver for growth in this dynamic environment but the Company has been facing liquidity crunch. With a view to tide over the issue, Company needs infusion of funds. To augment the growth and improve the Financial Performance, the Promoters have taken various steps including diluting their shareholding and ploughing back the money into the Company. The Company further propose to create, offer, issue and allot upto a maximum of 60,00,000 Compulsory Convertible Debentures (CCD's) having face value of INR 10 each at par, for an aggregate amount of upto INR 6 crores (Rupees Six Crores only) to the Proposed Allottee. The tenure of the CCDs shall not exceed 15 (Fifteen) months from the date of their allotment.

The above para shall be read and replaced by:

"The Company has incurred losses in business during the last couple of years however, the Company is now experiencing growth with new opportunities coming due to change in business environment. Capital commitment is the essentially driver for growth in this dynamic environment but the Company has been facing liquidity crunch. With a view to tide over the issue, Company needs infusion of funds. To augment the growth and improve the Financial Performance, the Promoters have taken various steps including diluting their shareholding and ploughing back the money into the Company. The Company further propose to create, offer, issue and allot upto a maximum of 60,00,000 Compulsory Convertible Debentures (CCD's) having face value of INR 10 each at par, for an aggregate amount of upto INR 6

crores (Rupees Six Crores only) to the Proposed Allottee. The tenure of the CCDs shall not exceed 18 (Eighteen) months from the date of their allotment."

Sub-Point no 2) of point no 6 of the explanatory statement
All the CCDs would be converted on the last day of the 15 months from the issue.

The above para shall be read and replaced by:

"All the CCDs would be converted and such number of equity shares shall be allotted within the period of 18 months from the date of allotment of such CCD's"

In Para 8 of the explanatory statement:

For Sr. No 11. The PAN of Amit Gunchandra Mehta is AAFPM4855J.

For Sr. No. 20. The PAN of Anurag Atal is AKCPA0134B

The changes proposed in the foregone paragraphs are in no way resulting in change in any management control. These changes should be read in partial modification of the Item No. 4 of the notice dated 10th August, 2017 calling the Annual General Meeting held on 18th September, 2017, read with corrigendum to the Annual General Meeting Notice sent to all the eligible Shareholders. These changes shall be further read in partial modification of the Item no 2 of the Postal Ballot Notice dated November 30th, 2017 and Corrigendum to the postal ballot notice dated 26th December, 2017.

For and on behalf of the Board

Place: Mohali
Date: 14.08.2019
Regd. Office:
Director
E-217, Industrial Area,
Phase 8 B, Mohali, Punjab

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

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 13.09.2019 to 19.09.2019 (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 19th day of September, 2019 at 09:00 A.M. at the registered office of the company at E-217, Industrial Area, Phase 8B, 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 16th day of September, 2019 at 09:00 A.M. and ends on Wednesday, the 18th day of September, 2019 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 12th day of September, 2019, 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.
 - (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 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:

For Members holding shares in Demat Form and Physical Form

| | |
|-----------------------|--|
| 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 12th September, 2019 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.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company at E-217, Industrial Area, Phase-8B, Mohali(Pb.)-160071 during normal business hours (9.00 am to 5.00 pm) on all working days upto and including the date of the AGM of the Company.

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

Item No. 2 Re-appointment of Mr. Amit Mahajan, Director (Commercial), (DIN: 00038593) retiring by rotation.

Mr. Amit Mahajan, (DIN: 00038593), Director (Commercial) retires by rotation and being eligible, offers himself for re- appointment. A brief resume of Mr. Amit Mahajan is separately annexed hereto.

Item No. 3 To appoint Mr. Udit Mayor as Independent Director on the Board of the Company.

Based on the recommendation of nomination & remuneration committee the Board of Directors had appointed Mr. Udit Mayor (DIN 02425273) as an additional Independent Director on the Board of the Company in their meeting held on 14th August, 2019.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Udit Mayor (DIN 02425273) holds office as additional Director only up to the date of

the forthcoming Annual General Meeting.

The Company has received a declaration from Mr. Udit Mayor (DIN 02425273), that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Udit Mayor (DIN 02425273) fulfills the conditions specified in the Act and Rules framed there under for his appointment as an Independent Director. The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the company and hence recommends the Resolution at Item No. 3 of the Notice for your approval.

A brief resume of Mr. Udit Mayor is separately annexed hereto.

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

Except Mr. Udit Mayor (DIN 02425273), being an appointee, none of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed resolution except to the extent of their shareholding in the Company, if any.

Item No. 4 Re-appointment of Mrs. Seema Mahajan (DIN 06978146) as an Independent Non-Executive Director.

Mrs. Seema Mahajan (DIN 06978146) was appointed as an Independent Non Executive Director of the Company by the members at the 26th AGM of the Company held on 30th September, 2015 for a period of five consecutive years commencing from 10th November, 2014 up to 9th November, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Seema Mahajan (DIN 06978146), being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 9th November, 2019 upto 8th November, 2024.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mrs. Seema Mahajan (DIN 06978146) fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Seema Mahajan (DIN 06978146) as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, up to and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Seema Mahajan (DIN 06978146) as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Seema Mahajan (DIN 06978146) as an Independent Director for another term of five consecutive years with effect from 9th November, 2019 to 8th November, 2024, for the approval by the shareholders of the Company.

A brief resume of Mrs. Seema Mahajan is separately annexed hereto.

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

Except Mrs. Seema Mahajan (DIN 06978146), being an appointee, 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 Re-appointment of Mr. Amit Mahajan (Director-Commercial) as a whole time director of the Company

Mr. Amit Mahajan, who is B.Sc (Economics) is working with the Company since May, 1997 and is looking after the commercial activities of the Company. During his tenure, he has worked whole heartedly for the progress of the Company. With a view to reward the services rendered by him, the Board of Directors had appointed him as a Whole time Director w.e.f. May 19, 1997 and had designated him as Director (Commercial).

Presently Mr. Amit Mahajan holds 13,50,313 Equity Shares of the Company. The Board recommends the passing of the subject resolution.

A brief resume of Mr. Amit Mahajan is separately annexed hereto.

None of the Directors except Mr. Amit Mahajan himself is concerned and interested in this resolution.

Item No. 6 Re-appointment of Mr. Amit Mahajan (Director- Operations) as a whole time director of the Company

Mr. Amit Mahajan, who is a B.E. is working with the Company since April 1, 1995 and is looking after the production and other operational activities of the Company. During his tenure, he has worked whole heartedly for the progress of the Company. With a view to reward the services rendered by him, the Board of Directors had appointed him as a Whole time Director w.e.f. September 01, 2006 and had designated him as Director (Operations). His appointment was also approved by the shareholders in the Annual General Meeting held in 2006.

Presently Mr. Amit Mahajan holds 4,11,450 Equity Shares of the Company. The Board recommends the passing of the subject resolution.

A brief resume of Mr. Amit Mahajan is separately annexed hereto.

None of the Directors except Mr. Amit Mahajan himself and Mr. R. C. Mahajan, Managing Director, being his relative is concerned and interested in this resolution.

Item No 7 Ratification of the resolution regarding Preferential Issue of Compulsorily Convertible Debentures passed in the 28th AGM of the Company held on 18th September, 2017.

The members of the Company had in terms of the Special Resolutions passed in the Annual General Meeting held on 18th September, 2017, approved the preferential issue of up to 60,00,000 (Sixty Lacs) Compulsorily Convertible Debentures (CCDs) of face value of INR 10/- (Rupees Ten

Only) each at par, for an aggregate amount of upto INR 6,00,00,000 (Rupees Six Crore only), including the accumulated amount of interest upto the date of conversion on Preferential Allotment basis to Non-Promoters. Subsequently, the Company made application to the BSE Limited (BSE) for seeking its in-principle approval for the issue of Compulsorily Convertible Debentures on Preferential Allotment basis to Non-Promoters. BSE has given its in-principle approval by its letter no. DCS/PREF/AC/PRE/2282/2017-18 dated 17th October, 2017 for afore-mentioned issue of Compulsorily Convertible Debentures.

On the completion of 15 months, but within the period of 18 months, the Company has allotted equity shares to the allottees. Further the company made an application to the Bombay Stock Exchange for the purpose of listing of the securities. The BSE seeks a ratification resolution passed by the shareholders for the purpose of tenure of the CCDs.

As per the provisions of Regulation 162 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the erstwhile Regulation 75 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 the conversion period of convertible securities shall not exceed 18 months but the Company has voluntarily taken 15 months for conversion on receipt of letter from the respective allottees for exercise of their right to convert their CCD's into equity shares of the company.

The Consent for Ratification of the shareholders is being sought pursuant to the provisions of section 62 and other applicable provisions of the companies Act, 2013, if any, and in terms of the provisions of the Listing Agreements executed by the company with the Stock Exchange in India in which the company's shares are listed.

The Board of Directors recommends the Special Resolution as set out under item No. 7 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: 14.08.2019
Regd. Office:
E-217, Industrial Area,
Phase 8 B, Mohali

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

ANNEXURE TO THE AGM NOTICE

Details of Directors seeking Appointment/ Re-Appointment/ Continuation of appointment at the Annual General Meeting

| | | | | |
|--|---|---|---|--|
| Name of the Directors and DIN | Mr. Amit Mahajan (DIN: 00038593) | Mr. Udit Mayor (DIN: 02425273) | Mrs. Seema Mahajan (DIN: 06978146) | Mr. Amit Mahajan (DIN: 00038827) |
| Age | 46 years as on 31.03.2019 | 40 years as on 31.03.2019 | 51 years as on 31.03.2019 | 45 years as on 31.03.2019 |
| Qualification | B. Sc. (Economics) | B. A. | B. A. | Be (Mech.) |
| Experience/ Expertise | Mr. Amit Mahajan is a Businessman. He possesses over 24 years experience in handling commercial activities. | Mr. Udit Mayor is a Businessman. He has over 19 years experience in handling commercial activities. | Mrs. Seema Mahajan is a Business woman. She is running family business and actively participates in taking all the decisions of business. She possesses vast and rich experience in handling management and affairs of manufacturing company. | Mr. Amit Mahajan is a Businessman. He possesses over 24 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. | Appointed as an Independent Director for five years w.e.f. 14th August, 2019. Only sitting fees shall be paid for attending Board and Committee meetings. | No change, as per last appointment on the Board. | No change, as per last year. |
| Remuneration last drawn by such person | Rs. 21.60 Lacs. | N. A. | Nil | Rs. 21.60 Lacs |
| Date of first appointment on the Board | 19.05.1997 | N. A. | 10.11.2014 | 01.09.2006 |
| Shareholding in the company | Holds 1350313 shares as on 31.03.2019 | Nil | Nil | Holds 411450 shares as on 31.03.2019 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Being a promoter, Mr. Amit Mahajan is related to other promoters | Mr. Udit Mayor is not related to any Director or Key Managerial personnel of the Company | Mrs. Seema Mahajan is not related to any Director or Key Managerial personnel of the Company. | Being a promoter, Mr. Amit Mahajan is related to other promoters. |
| Number of Meetings of the Board attended during the year | 7 | N. A. | 5 | 7 |
| Other Directorships | Gulmohar Investments and Holdings Limited Susang Mac Private Limited Pride Properties Private Limited | T S I Industries Private Limited | Nil | Nil |
| Membership/ Chairmanship of Committees of other Boards | Nil | Nil | Nil | Nil |

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

Place: Mohali
Date: 14.08.2019
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 Thirtieth Annual General Meeting of the Company, to be held on Thursday, the 19th day of September, 2019 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

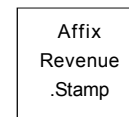
1. Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors
2. Re-appointment of Mr. Amit Mahajan, Director (Commercial) (DIN : 00038593) retiring by rotation

Special Business

- 3 To appoint Mr. Udit Mayor (DIN 02425273) as Independent Director on the Board of the Company.
- 4 Re-appointment of Mrs. Seema Mahajan (DIN 06978146) as an Independent Non-Executive Director.
- 5 Re-appointment of Mr. Amit Mahajan (Director- Commercial) as a whole time director of the Company
- 6 Re-appointment of Mr. Amit Mahajan (Director- Operations) as a whole time director of the Company
- 7 Ratification of the resolution regarding Preferential Issue of Compulsorily Convertible Debentures passed in the 28th AGM of the Company held on 18th September, 2017.

Signed this day of, 2019

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.

ATTENDANCE SLIP

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

**Thirtieth Annual General Meeting
September 19, 2019**

**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 Thirtieth Annual General Meeting of the Company held on Thursday, the 19th day of September, 2019 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**

