



**S.R. Industries Limited**

**CIN: L29246PB1989PLC009531**

**Regd. Off.: E-217, Industrial Area, Phase 8B Mohali, Punjab - 160071**

**Website: [www.srfootwears.com](http://www.srfootwears.com) Email: [info@srfootwears.com](mailto:info@srfootwears.com)**

**Tel: +91 172 4602888**

### **NOTICE**

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of S R INDUSTRIES LIMITED will be held at Registered office of the Company situated at E- 217, Industrial Area, Phase 8b Mohali Punjab 160071 on Friday, 8<sup>th</sup> February, 2019 at 11.00 a.m. to transact with or without modification(s), as may be permissible, the following business:

#### ***SPECIAL BUSINESS***

Resolution 1:- Increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, approval of the Members be and is hereby accorded to increase the authorised share capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lacs) 8% non-commulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each to Rs. 36,50,00,000/- (Rupees Thirty Six Crores and Fifty Lacs Only) divided into 2,15,00,000 (Two Crore and Fifteen Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lacs) 8% non-commulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

*“V. The authorised capital of the Company is Rs. 36,50,00,000/- (Rupees Thirty Six Crores and Fifty Lacs Only) divided into 2,15,00,000 (Two Crore and Fifteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lacs) 8% non-commulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.”*

**“RESOLVED FURTHER THAT** the board of Directors of the Company be and is hereby Authorised any of the Director and Company Secretary of the Company to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Article 3 of the Articles of Association for Share Capital of the Company para *“The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Thirty Crores only) divided into 1,50,00,000/- (One Crore Fifty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten) each and 15,00,000/- (Fifteen Lacs only) 8% non-commulative Preference Shares of Rs. 100*

*(Rupees One Hundred) each* with power to increase or reduce or modify the said capital to shall be substituted by amended Clause V of Memorandum of Association.

**By order of the Board**

For S R Industries Limited

Sd/-

R C Mahajan

Managing Director

Dated: 15<sup>th</sup> January, 2019

Place: Mohali

**NOTES:**

- A. 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.**
- B. 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.
- C. 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.
- D. 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.
- E. 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.
- F. Non – Resident Indian Members are requested to inform the Company's registrar and share transfer agents M/s. Link Intime 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.
- G. All documents referred to in the accompanying 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.
- H. 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.

- I. 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. Link Intime India Pvt. Ltd.
- J. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extra Ordinary General Meeting (EGM)("remote e-voting") will be provided by CDSL.
- K. 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.
- L. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- M. The remote e-voting period commences on 5<sup>th</sup> February, 2019(09:00 am IST) and ends on 7<sup>th</sup> February, 2019 (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of 1<sup>st</sup> January, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- N. Instructions for Members for e-voting are as under:
  - A. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - B. Click on Shareholders.
  - C. Now Enter your User ID.
    - i. For CDSL: 16 digits beneficiary ID.
    - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID .
    - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - D. Next enter the Image Verification as displayed and Click on Login.
  - E. 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.
  - F. 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 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.

- G. After entering these details appropriately, click on "SUBMIT" tab.
- H. 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.
- I. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- J. Click on the EVSN for the relevant Company, i.e. S R Industries Limited on which you choose to vote.
- K. 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.
- L. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- M. 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.
- N. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- O. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- P. 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.
- Q. Note for Non - Individual Shareholders and Custodians.
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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.
  - d. 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.
- R. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- S. 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. Friday, the 1<sup>st</sup> February, 2019 and not casting their vote electronically, may also cast their vote at the Extra-Ordinary General Meeting.

- T. 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.
- U. 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.
- V. 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 at least 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.**

Resolutions 1&2:

Presently, the Authorised Share Capital of the Company stands at Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lacs) 8% non-cumulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each and the Board of Directors at their meeting held on 15<sup>th</sup> January, 2019 have recommended an increase in the Authorised Share Capital of the Company.

In order to issue the Equity Shares on Conversion of Compulsory Convertible Debenture (CCD) and Compulsory Convertible Warrants (CCW) into Equity Shares, it is proposed to increase the Authorised Share Capital of the Company from the Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lacs) 8% non-cumulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each to Rs. 36,50,00,000/- (Rupees Thirty Six Crores and Fifty Lacs Only) divided into 2,15,00,000 (Two Crore and Fifteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lacs) 8% non-cumulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.

Subsequent to the increase in the Authorised Share Capital, Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company would have to be altered by passing the necessary Resolutions in the Extra-Ordinary General Meeting of the Members of the Company.

The Resolutions at Item No. 1 and 2 of the Notice are consequential upon the proposed increase in the Authorised Share Capital of the Company.

Your Directors recommend the passing of the Resolutions at Item Nos. 1 and 2 as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 1 and 2 of the Notice.

The Memorandum and Articles of Association of the Company are open for inspection of the members at the Registered Office of the Company during the normal business hours at any time up to the date of the Extra-Ordinary General Meeting and at the Meeting.

**By order of the Board**

For, S R Industries Limited

Sd/-

R C Mahajan

Managing Director

Dated: 15<sup>th</sup> January, 2019

Place: Mohali



**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 Extra-Ordinary General Meeting of the Company, to be held on Friday, the 8<sup>th</sup> day of February, 2019 at 11.00 A.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:

**RESOLUTIONS**

**Special Business**

1. Increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company.
2. Substitution of Article 9 of the Articles of Association of the Company with new clause to record the change in the Authorised Share Capital of the Company.

Signed this ..... day of ....., 2019

Signature of Shareholder:

Signature of Proxy Holder (s):

Affix  
Revenue  
Stamp

*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**  
**Extra-Ordinary General Meeting**  
**February 8, 2019**

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 Extra-Ordinary General Meeting of the Company held on Friday, the 8<sup>th</sup> day of February, 2019 at 11:00 a.m. at Registered Office of the Company Situated at E 217, Industrial Area, Phase 8-B, Distt. Mohali, Punjab -160071.

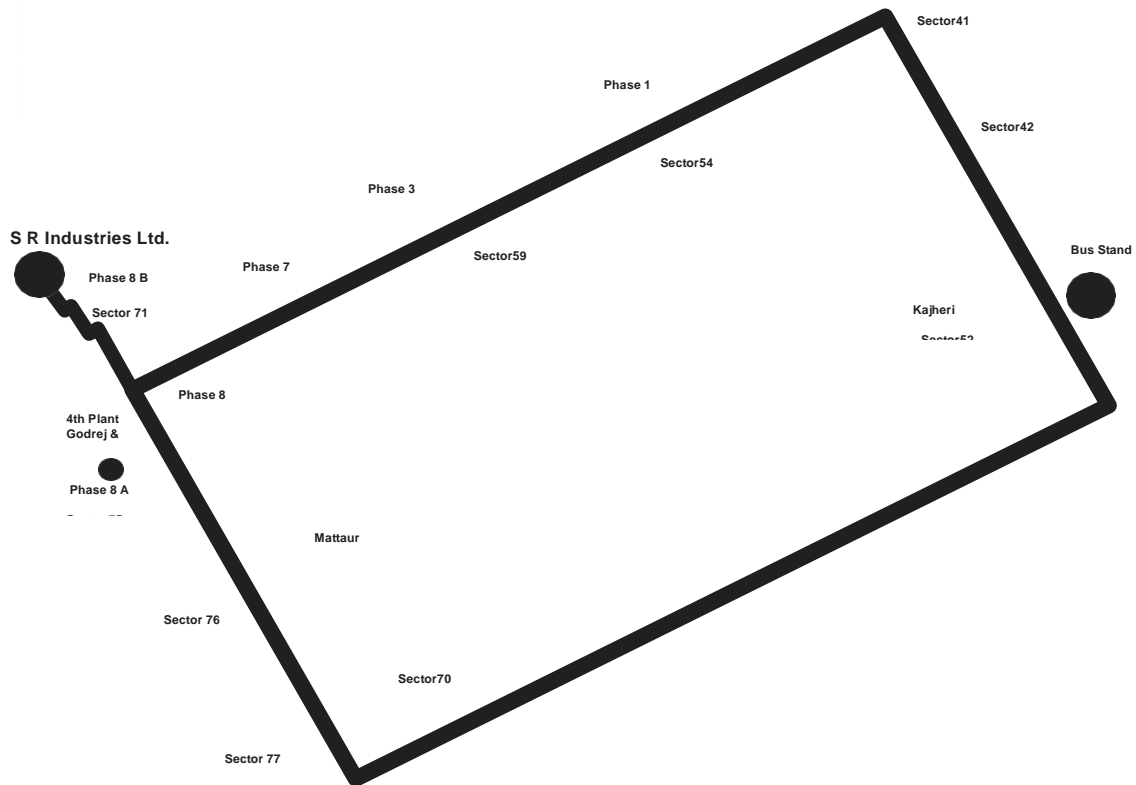
\_\_\_\_\_  
Signature of the Member /Proxy





## Road Map

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





**BOOK – POST**