



Salona  
Cotspin  
LIMITED

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## **BOARD OF DIRECTORS :**

**Sri Shyamlal Agarwala**  
Managing Director

**Sri Manoj Kumar Jhajharia**  
Joint Managing Director

**Sri Arun Kumar Jhajharia**  
Director

**Sri Dhiresh Jayasi**  
Director

**Smt. Meenakumari. S**  
Director

**Sri Hari Desikan Ganesh**  
Director

**Sri Raghav Agarwal**  
Director

**Sri Prabhu Damodaran**  
Director

## **AUDITORS**

M/s. GOPALAIYER AND SUBRAMANIAN  
Chartered Accountants  
No.4, Guru Govind Singh Road,  
R.S.Puram,  
Coimbatore - 641 002.

## **BANKERS**

ICICI Bank Limitd  
Union Bank of India  
CSB Bank Limited  
State Bank of India  
HDFC Bank Limited

## **REGISTERED OFFICE**

SF No.74/12 & 75/3, Sathy Road  
Pungampalli Village,  
Sathyamangalam - 638 402  
Erode District, Tamil Nadu

## **ADMINISTRATIVE OFFICE**

No.9, Ramalinga Nagar  
IV Cross Saibaba Colony  
Coimbatore - 641 011

## **REGISTRAR & SHARE TRANSFER AGENTS**

S.K.D.C. Consultants Limited  
(a Subsidiary of Link Intime India Pvt Ltd)  
"Surya" 35, Mayflower Avenue,  
Behind Senthil Nagar, Sowripalayam Road,  
Coimbatore - 641 028.  
Ph : +91 422 4958995, 2539835/836.

## **WIND MILLS**

Panakudi Village, Radhapuram Taluk  
Sinjuvadi Village, Pollachi Taluk  
Vadambhacherri Village, Palladam Taluk  
Kozhumankondan Village, Palani Taluk

## **SOLAR POWER PLANTS**

Roof Top : Mill Premises -  
SF No.74/12 & 75/3, Sathy Main Road,  
Pungampalli Village, Valipalayam Post, Sathy  
Taluk, Erode District.

Ground Mounting -  
SF No. 31/2, 32/1 & 2 Thaligai Village,  
Namakkal District, Tamil Nadu.



Regd. Office : S.F. No. 74/12 & 75/3, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402

CIN : L17111TZ1994PLC004797 Phone : 0422 - 2454415, 2454416, 2454417

E-mail : info@salonagroup.com

Web : www.salonacotspin.com

## NOTICE OF 29<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of the Members of the Company will be held on **Monday the 25<sup>th</sup> Day of September 2023 at 10.00 AM IST** through Video Conferencing ("VC") / Other Audio-Visual Means ("**OAVM**") to Transact the Below Business:

### **ORDINARYBUSINESS:**

1. To receive, Consider and adopt the Audited Financial Statements of the Company for the Financial Year Ended 31<sup>st</sup> March 2023, together with the Report of the Board of Directors and the Auditors thereon.
2. To Declare a Dividend on Equity Shares for the Financial Year Ended 31<sup>st</sup> March 2023.
3. To Appoint a director in the place of Shree Arunkumar Jhajharia (DIN:00003086) who Retires by Rotation and being eligible, offers himself for Re-Appointment.

### **SPECIALBUSINESS:**

4. **Appointment of Shree Raghav Agarwal as a Director of the Company**

***To Consider and if thought Fit, to pass with or without Modification(s), the Below Resolution as Special Resolution:***

**"RESOLVED THAT** pursuant to Section 149, Section 152, Section 160(1), Section 161(1), Section 197 and Section 198 and Part II of Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Other Applicable provisions, if any (including any statutory amendments, modifications or re-enactments thereof, from Time-to-Time), Article 74 and Article 75 of the Articles of Association of the Company, the Recommendation of the Nomination and Remuneration Committee, and the Approval of the Board of Directors of the Company, Shree Raghav Agarwal (DIN: 06981525), being Appointed as an Additional Director of the Company by the Board of Directors, with effect from 14<sup>th</sup> November, 2022 holding Office up to the Date of this Annual General Meeting of the Company, being eligible for Appointment and Consent to act as a Director of the Company, and in respect of whom, Notice received from a Member under of the Act Proposing his Candidature for the Office of Director of the Company, be and hereby Appointed as a

Director (Non-Executive, Non-Independent) of the Company at a Minimum Remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) Per Month with effect from 1<sup>st</sup> August 2023, liable to Retire by Rotation.”

**Minimum Remuneration: -**

Subject to the Limits prescribed under Section II of Part II of Schedule V to the Companies Act 2013, the above salary shall be paid as Minimum Remuneration in the Event of Loss or Inadequacy of Profits in any Financial Year, during the Tenure of Office of Shree Raghav Agarwal.

**5. Appointment of Shree Prabhu as a Director of the Company**

***To Consider and if thought Fit, to pass with or without Modification(s), the Below Resolution as an Ordinary Resolution:***

“**RESOLVED THAT** pursuant to Section 149, Section 152, Section 160(1), Section 161(1), Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Other Applicable provisions, if any (including any statutory amendments, modifications or re-enactments thereof, from Time-to-Time), Article 74 and Article 75 of the Articles of Association of the Company, the Recommendation of the Nomination and Remuneration Committee, and the Approval of the Board of Directors of the Company, Shree Prabhu (DIN: 05342906), being Appointed as an Additional Director of the Company by the Board of Directors, with effect from 14<sup>th</sup> November, 2022 holding Office up to the Date of this Annual General Meeting of the Company, being eligible for Appointment and Consent to act as a Director of the Company, and in respect of whom, Notice received from a Member under of the Act Proposing his Candidature for the Office of Director of the Company, be and hereby Appointed as a Director (Non-Executive, Independent) of the Company, for a Term of Five Years.”

**6. Approval of the Material Related Party Transactions**

***To Consider and if thought Fit, to pass with or without Modification(s), the Below Resolution as Special Resolution:***

“**RESOLVED THAT** pursuant to Section 2(76), Section 188 and Section 189 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Other Applicable provisions, if any (including any statutory amendments, Modifications or re-enactments thereof, from Time-to-Time), the Company’s Policy on Related Party Transaction(s), the Recommendation of the Audit Committee, the Board of Directors of the Company be and hereby authorized to enter into Contract(s)/ Arrangement(s) / Transaction(s) with the Below Related Parties for Purchase and Sale of Cotton, Yarn, Fabrics and Garments, on such Terms and Conditions as the Board of Directors may deem Fit:

- (a) Shristi Cotspinn Private Limited, Coimbatore
- (b) Salona Spinnex Private Limited, Coimbatore
- (c) Sri Sadhyaa Exports Private Limited, Coimbatore”

**RESOLVED FURTHER THAT** the Aggregate Value of the Transactions to be entered into not exceed Rs. 200.00Crores (Two hundred Crores only) provided that the said Contract(s) / Arrangement(s) / Transaction(s) so carried Out be only at Arm’s length Basis and in the Ordinary Course of Business of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors be and hereby authorized to delegate all or any of the Powers conferred on it by or under this Resolution to the Audit Committee of the Company to do all such acts, deeds and things and take such steps as may be Considered necessary or expedient to give effect to the aforesaid Resolution.”

#### 7. Increase in the Managerial Remuneration of Managing Director

***To Consider and if thought Fit, to pass with or without Modification(s), the Below Resolution as Special Resolution:***

“**RESOLVED THAT** pursuant to Section 196, Section 197, Section 198, Section 203, and Section II of Part II of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Other Applicable provisions, if any (including any statutory amendments, Modifications or re-enactments thereof, from Time-to-Time), Article 104, Article 105, Article 106, Article 107 and Article 108 of the Articles of Association of the Company, the Recommendation of the Nomination and Remuneration Committee, Approval of the Board of Directors of the Company, and in furtherance to the Special Resolution passed in the 27<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September, 2021, Minimum Managerial Remuneration of Shree Shyamlal Agarwala (DIN 00003055), Appointed as a Managing Director of the Company from 1<sup>st</sup>July 2021 to 30<sup>th</sup>June 2026, in Consideration of his Services as Managing Director, during the aforesaid Tenure of Office, be and hereby increased as mentioned Below, with effect from 1<sup>st</sup> August 2023.

1. Salary: Rs 4,00,000 (Rupees Four Lakhs Only) Per Month to be Paid subject to Deduction of Tax at Source.
2. Perquisites: -
  - i) Gratuity at the Rate of One-Half Month Salary for Each Year of Completed Service, Payable at the Expiry of Contracted Period of Service or Extended Period of Service
  - ii) Reimbursement for Amount Incurred including Payment of Medclaim Premium, subject to a Limit of One Month Salary Per Year or Three Months’ Salary in a Block of Three Years.
  - iii) LeaveTravel Concession for Travel on Annual Leave, for Self and Family (including Dependent Children).

- iv) Provision of Car Owned and / or Maintained by the Company, both for Official and Personal use.
- v) Reimbursement of Medical Expenses for Treatment as Inpatient, for Self and Dependent Family Members.
- vi) Special Allowance in Cash, for an Amount representing the Difference between Annual Salary and the Aggregate Value of Perquisites availed as persub–Clause No. (i) to (v), which will be Paid subject to Deduction of Tax at Source.

**Minimum Remuneration: -**

Subject to the Limits prescribed under Section II of Part II of Schedule V to the Companies Act 2013, the above Salary and Perquisites shall be paid as Minimum Remuneration in the Event of Loss or Inadequacy of Profits in any Financial Year, during the Tenure of Office of Shree Shyamlal Agarwala.

**8. Increase in Managerial Remuneration of Joint Managing Director**

***To Consider and if thought Fit, to pass with or without Modification(s), the Below Resolution as Special Resolution:***

“**RESOLVED THAT** pursuant to Section 196, Section 197, Section 198, Section 203, and Section II of Part II of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Other Applicable provisions, if any (including any statutory amendments, Modifications or re-enactments thereof, from Time-to-Time), Article 104, Article 105, Article 106, Article 107 and Article 108 of the Articles of Association of the Company, the Recommendation of the Nomination and Remuneration Committee, Approval of the Board of Directors of the Company and in furtherance to the Special Resolution passed in the 27<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September, 2021, Minimum Managerial Remuneration of Shree Manoj Kumar Jhajharia (DIN 00003076), Appointed as a Joint Managing Director of the Company from 1<sup>st</sup> July 2021 to 30<sup>th</sup> June 2026, in Consideration of his Services as Joint Managing Director, during the aforesaid Tenure of Office, be and hereby increased as mentioned Below, with effect from 1<sup>st</sup> August 2023.

- 1. Salary: Rs 3,00,000 (Rupees Three Lakhs Only) Per Month to be Paid subject to Deduction of Tax at Source.
- 2. Perquisites: -
  - i) Gratuity at the Rate of One-Half Month Salary for Each Year of Completed Service, Payable at the Expiry of Contracted Period of Service or Extended Period of Service.
  - ii) Medical Benefit – Reimbursement for Amount Incurred including Payment of Medclaim Premium, subject to a Limit of One Month Salary Per Year or Three Months’ Salary in a block of Three Years.
  - iii) Leave Travel Concession for Travel on Annual Leave, for Self and Family (including Dependent Children).
  - iv) Provision of Car Owned and/or Maintained by the Company, both for Official and Personal use.

- v) Reimbursement of Medical Expenses for Treatment as Inpatient, for Self and Dependent Family Members.
- vi) Special Allowance in Cash, for an Amount representing the Difference between Annual Salary and the Aggregate Value of Perquisites availed as Persub-Clause No. (i) to (v), which will be Paid subject to Deduction of Tax at Source.

**Minimum Remuneration: -**

Subject to the Limits prescribed under Section II of Part II of Schedule V to the Companies Act 2013, the above Salary and Perquisites shall be paid as Minimum Remuneration in the Event of Loss or Inadequacy of Profits in any Financial Year, during the Tenure of Office of Shree Manoj Kumar Jhajharia.

**9. Increase in Managerial Remuneration of Executive Director**

***To Consider and if thought Fit, to pass with or without Modification(s), the Below Resolution as Special Resolution:***

**“RESOLVED THAT** pursuant to Section 196, Section 197, Section 198, and Section II of Part II of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Other Applicable provisions, if any (including any statutory amendments, Modifications or re-enactments thereof, from Time-to-Time), Article 104, Article 105, Article 106, Article 107 and Article 108 of the Articles of Association of the Company, Recommendation of the Nomination and Remuneration Committee, and the Approval of the Board of Directors of the Company, Minimum Managerial Remuneration of Shree Arunkumar Jhajharia (DIN 00003086), Executive Director of the Company from, in Consideration of his Services as an Executive Director, during the aforesaid Tenure of Office, be and hereby increased to Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) Per Month, with effect from 1<sup>st</sup> August 2023.

**Minimum Remuneration: -**

Subject to the Limits prescribed under Section II of Part II of Schedule V to the Companies Act 2013, the above salary shall be paid as Minimum Remuneration in the Event of Loss or Inadequacy of Profits in any Financial Year, during the Tenure of Office of Shree Arunkumar Jhajharia.

**10. Approval of Remuneration Paid to Non-Executive Director**

***To Consider and if thought Fit, to pass with or without Modification(s), the Below Resolution as Special Resolution:***

**“RESOLVED THAT** pursuant to Section 196, Section 197, Section 198, and Section II of Part II of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Other Applicable provisions, if any (including any statutory amendments, Modifications or re-enactments thereof, from Time-to-Time), Article 104, Article 105, Article

106, Article 107 and Article 108 of the Articles of Association of the Company, Recommendation of the Nomination and Remuneration Committee, and the Approval of the Board of Directors of the Company, Remuneration of Rs. 200,000 Paid to Shree Raghav Agarwal (DIN 06981525), Non-Executive Director of the Company, in Consideration of his Services as a Non-Executive Director, from 1<sup>st</sup> April 2023 to 31<sup>st</sup> July 2023 be and hereby ratified and confirmed.”

**Minimum Remuneration: -**

Subject to the Limits prescribed under Section II of Part II of Schedule V to the Companies Act 2013, the above salary shall be paid as Minimum Remuneration in the Event of Loss or Inadequacy of Profits in any Financial Year, during the Tenure of Office of ShreeRaghav Agarwal.”

**11. Approval of Remuneration Payable to Cost Auditor**

***To Consider and if thought Fit, to pass with or without Modification(s), the Below Resolution as an Ordinary Resolution:***

“**RESOLVED THAT** pursuant to Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules 2014, and Other Applicable provisions, if any (including any statutory amendments, Modifications or re-enactments thereof, from Time-to-Time), Recommendation of the Audit Committee, Appointment made by the Board of Directors of the Company, of Shree B. Venkateswar, Practicing Cost Accountant, Coimbatore, as the Cost Auditor of the Company, for conducting the Audit of the Cost Records for the Financial Year Ended 31<sup>st</sup> March, 2024at a Remuneration of Rs. 25,000/- (exclusive of Goods and Services Tax and Reimbursement of Out-of-Pocket Expenses Incurred in Connection with the said Audit), be and is hereby ratified and confirmed.

**By order of the Board**

**Company Secretary and Compliance Officer**

**Membership No: A61207**

Place : Coimbatore

Date : 11.08.2023



**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out Details relating to Special Business of the Meeting, is annexed hereto as Annexure - I.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 Dated April 8, 2020 and 17/2020 Dated April 13, 2020, in Relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 and the Rules made there under on account of the threat posed by Covid -19", General Circular Nos. 20/2020 Dated May 5, 2020, and subsequent Circulars issued in this regard, the latest being 10/2022 Dated December 28, 2022 in Relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") Permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the Physical Presence of the Members at a common Venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. Hence, the Appointment of Proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, route map and Attendance Slip have not been sent through this Notice. The Registered Office of the Company shall be deemed to be the Venue for the AGM.
3. The Register of the Members and Share Transfer Books of the Company shall remain closed from 19<sup>th</sup> September 2023 to 25<sup>th</sup> September 2023 (Both Days Inclusive) in Connection with the Annual General Meeting and for the Purpose of Payment of Dividend, if Approved by the Members.
4. The Dividend as Recommended by the Board, if Declared at the Meeting will be Paid to the Members subject to Applicable TDS within stipulated Time as Per the Act.
  - a) Whose Names appear on the Register of Members in respect of Shares held in Physical Form as well as in respect of Shares held in Electronic Form as Per the Details received from the Depositories for this Purpose as at the Close of the Business Hours on Monday, 18<sup>th</sup> September 2023 and
  - b) Whose Names appear as Beneficial Owners in the List of Beneficial Owners on 18<sup>th</sup> September 2023 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this Purpose.
5. Sri. B. Krishnamoorthy F.C.A., Practicing Chartered Accountant (Membership No.20439) has been appointed as the Scrutinizer to scrutinize the E-Voting Process in a Fair and Transparent Manner.

**CDSL e-Voting System – Fore-voting and Joining Virtual Meetings**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the General Meetings of the Companies shall be conducted as Per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 Dated April 8, 2020, Circular No.17/2020 Dated April 13, 2020, and Circular No. 20/2020 Dated May 05, 2020. The forth coming AGM/EGM will thus be held through video conferencing (VC) or Other audio-visual means (OAVM). Hence, Members can attend and Participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars Dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the Business to be Transacted at the AGM/EGM. For this Purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating

voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the Date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled Time of the commencement of the Meeting by Below the procedure mentioned in the Notice. The facility of Participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 Members on first come first served Basis. This will not include large Members (Members holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served Basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the Purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 Dated April 08, 2020, the facility to Appoint Proxy to attend and cast vote for the Members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body Corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 Dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.salonacotspin.com](http://www.salonacotspin.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with Applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 Dated April 8, 2020, and MCA Circular No. 17/2020 Dated April 13, 2020, and MCA Circular No. 20/2020 Dated May 05, 2020.

**INTRUCTIONS OF MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding Shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of Members holding Shares in Physical mode and non-individual Members in demat mode.

- (i) The voting Period begins on Friday, 22<sup>nd</sup> September 2023 at 09:00 A.M and ends on Sunday, 24<sup>th</sup> September 2023 at 05:00 P.M. During this Period Members of the Company, holding Shares either in Physical Form or in Dematerialized Form, as on the cut-off Date (RecordDate), i.e., 18<sup>th</sup> September 2023 may cast their vote Electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the Meeting Date would not be Entitled to vote at the Meeting Venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 Dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listed Entities are required to provide remote e-voting facility to its members, in respect of all Members' Resolutions. However, it has been observed that the Participation by the public non-institutional Members/retail Members is at a negligible level. Currently, there are multiple e-voting Service providers (ESPs) providing e-voting facility to Listed Entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of Participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding Shares in demat mode.

- (iv) In Terms of **SEBI Circularno. SEBI/HO/CFD/CMD/CIR/P/2020/242 Dated December 9, 2020**, on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account Maintained with Depositories and Depository Participants. Members are advised to Update their mobile number and email Id in their demat accounts to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual Meetings **for Individual Members holding securities in Demat mode CDSL/NSDL** is given Below:

Type Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.Cdslindia.com">www.Cdslindia.com</a> and click on login icon and New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as Per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting Service provider for casting your vote during the remote e-Voting Period or joining virtual Meetingand voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service providers' website directly.</li> <li>3) If the user is not Registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.Cdslindia.com">www.Cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li> </ol>

Type Shareholders	Login Method
	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on Registered Mobile and Email as Recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already Registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the Below URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting Services. Click on “Access to e-Voting” under e-Voting Services and you will be able to see e-Voting page. Click on CompanyName or e-Voting Service provider Name and you will be re-directed to e-Voting Service provider website for casting your vote during the remote e-Voting Period or joining virtual Meeting and voting during the Meeting.</li> <li>2) If the user is not Registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the Below URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on CompanyName or e-Voting Service provider Name and you will be redirected to e-Voting Service provider website for casting your vote during the remote e-Voting Period or joining virtual Meeting and voting during the Meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant Registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-Voting Service provider Name and you will be redirected to e-Voting Service provider website for casting your vote during the remote e-Voting Period or joining virtual Meeting and voting during the Meeting</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “members” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical members and other than individual members holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login. * If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (i) After entering these Details appropriately, click on “SUBMIT” tab.
- (ii) Members holding Shares in Physical Form will then directly reach the Company selection screen. However, Members holding Shares in dematForm 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, if the Company opts for e-voting through CDSLplatform. It is strongly Recommended not to Share your password with any OtherPerson and take utmost care to keep your password confidential.
- (iii) For Members holding Shares in Physical Form, the Details can be used only for e-voting on the Resolutions contained in this Notice.

- (iv) Click on the EVSN for the relevant <CompanyName> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire ResolutionDetails.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to Modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the Details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**
  - Non-Individual Members (i.e., Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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).
  - 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 linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF Format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual Members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer - [bk.scrutiniser@gmail.com](mailto:bk.scrutiniser@gmail.com) at Sri. B. Krishnamoorthi F.C.A., Practising Chartered Accountant, Ganapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore - 641 006 and to the Company at the email address viz; [cs@salonacotspin.com](mailto:cs@salonacotspin.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM/EGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending Meeting and e-Voting on the Day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as Per the instructions mentioned above for e-voting.

3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better Experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please Note that Participants Connecting from Mobile Devices or Tablets or through Laptop Connecting via Mobile Hotspot may Experience Audio/Video Loss due to Fluctuation in their respective network. It is therefore Recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least **5 Days prior to Meeting** mentioning their Name, demat account number/folio number, email id, mobile number at (Company email id). The Members who do not wish to speak during the AGM but have queries may send their queries in advance **5 Days prior to Meeting** mentioning their Name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
8. Those Members who have Registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those Members, who are Present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are Otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the Members through the e-voting available during the EGM/AGM and if the same Members have not Participated in the Meeting through VC/OAVM facility, then the votes cast by such Members may be Considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.

**PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical Members- please provide necessary Details like Folio No., Name of Member, scanned copy of the Share certificate (front and back), PAN (Self-attested scanned copy of PAN card), AADHAR (Self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For DematMembers -, Please Update your email id and mobile no. with your respective **Depository Participant (DP)**
3. **For Individual DematMembers – Please Update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual Meetings through Depository.**

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@Cdslindia.com](mailto:helpdesk.evoting@Cdslindia.com) or contact toll free no. 1800 22 55 33

All grievances Connected with the facility for voting by Electronic means may be addressed to Shree Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@Cdslindia.com](mailto:helpdesk.evoting@Cdslindia.com) or call toll free no. 1800 22 55 33.

## ANNEXURE - I

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

#### ITEM NO. 4

The Board of Directors, pursuant to the Recommendation of the Nomination and Remuneration Committee of the Company, through Resolution passed in their Meeting held on 14<sup>th</sup> November 2022 has Appointed Shree Raghav Agarwal (DIN: 06981525) as an Additional Director of the Company under Non-Executive Non-Independent Director Category till the Date of the ensuing Annual General Meeting of the Company. Pursuant to the Companies Act, 2013, Approval of the Members of the Company is required for Regularization of Shree Raghav Agarwal as a Non-Executive Non-Independent Director of the Company. Accordingly, Consent of the Members is sought for passing a Special Resolution as set Out at Item No. 4 of the Notice.

None of the Directors or the Key Managerial Personnel or their Relatives Except Shree Shyamlal Agarwala and Shree Manoj Kumar Jhaharia are Concerned or Interested in this Resolution. The Board Recommends the Resolution set forth in Item No.4 for the Approval of the Members.

A Brief Resume in respect of Director seeking Regularization is given Below in Terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SNO	Particulars	Details
1	Name of the Director	Raghav Agarwal
2	DIN	06981525
3	Date of Birth & Age	22 <sup>nd</sup> October 1994 and 28 years
4	Date of Appointment and Terms of Appointment	14 <sup>th</sup> November, 2022
5	Brief Profile	Post Graduate in International Business Management and 6 years of experience in Textiles and International Marketing
6	Disclosure of Relationship between Directors	Grandson of Managing Director, Son of Joint Managing Director
7	Directorship in other Public Companies	NA
8	No. of Equity Shares held	124726



**ITEM NO.5**

The Board of Directors, pursuant to the Recommendation of the Nomination and Remuneration Committee of the Company, through Resolution passed in their Meeting held on 14<sup>th</sup> November 2022 has Appointed Shree Prabhu (DIN 05342906) as an Additional Director of the Company under Independent Director Category till the Date of the ensuing Annual General Meeting of the Company. Pursuant to the Companies Act, 2013, Approval of the Members of the Company is required for Regularization of Shree Prabhu as an Independent Director of the Company for a Term of Five Years. Accordingly, Consent of the Members is sought for passing an Ordinary Resolution as set Out at Item No. 5 of the Notice. Pursuant to Section 149 and Other Applicable provisions of the Companies Act, 2013, Shree Prabhu is eligible to be Appointed as an Independent Director of the Company and has given a Declaration to the Board that he meets the criteria of Independence as per Section 149 (6) of the Act.

None of the Directors or the Key Managerial Personnel or their Relatives is Concerned or Interested in this Resolution. The Board Recommends the Resolution set forth in Item No. 5 for the Approval of the Members.

A Brief Resume in respect of Director seeking Regularization is given Below pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SNO	Particulars	Details
1	Name of the Director	Prabhu
2	DIN	05342906
3	Date of Birth & Age	30 <sup>th</sup> June 1973 and 50 years
4	Date of Appointment and Terms of Appointment	14 <sup>th</sup> November, 2022
5	Brief Profile	Graduate in Textile Technology with 30 years of experience in Textiles Industry
6	Disclosure of Relationship between Directors	NA
7	Directorship in other Public Companies	1. Cotton Sourcing Company Limited 2. SRG Apparels Limited
8	No. of Equity shares held	NIL

**ITEM NO. 6**

Your Company has been expanding its Business and in view of the Exigencies and Urgency of the Business to achieve Early Execution of its Orders, it may enter into Purchase and Sale of Cotton, Yarn, Fabrics and Garments from Other Entities, including the Entities falling under Related Parties who are also engaged in the same business with that of the Company.

Section 188 of the Companies Act, 2013 and the Rules thereunder provide that any Related Party Transaction will require prior Approval of Members through Special Resolution if the Aggregate Value of Transaction(s) Amounts to Ten Percent or more of the Annual Turnover of the Company as Per the Previous Audited Financial Statements of the Company.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Three Entities mentioned under the Resolution fall under the Definition of the Related Parties as Detailed Below:

SNO	Particulars	Remarks
1	Name of the Related Party/ies	Shristi Cotspinn Private Limited Coimbatore, Salona Spinnex Private Limited, Coimbatore; and Sri Sadhyaa Exports Private Limited, Coimbatore.
2	Name of the Director/s who is/are related	Shree Shyamlal Agarwala, Managing Director Shree Manojkumar Jhajharia, Joint Managing Director Shree Arun Kumar Jhajharia, Director
3	Nature, material terms, monetary value and particulars of the contract or	<p>Purchase and Sale of cotton, yarn, fabrics, and garments.</p> <p>The Transactions specified arrangement herein viz: purchase and sale of cotton, yarn, fabrics, and garments from these entities shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year. Further the transaction/transactions shall be on the Below terms:</p> <p>(a) Transactions will be at Arms-Length basis.            (b) Transactions will be done in the ordinary course of business of the Company.            (c) With in the limits specified under the Resolution.</p>

None of the Directors (Except Shree Shyamlal Agarwala, Shree Manoj Kumar Jhajharia and Shree Arun Kumar Jhajharia, Shree Raghav Agarwal) or the Key Managerial Personnel or their Relatives are Concerned or Interested or in this Resolution. The Board Recommends the Resolution set forth in Item No. 6 for the Approval of the Members.

#### ITEM NO. 7

The Members of the Company at the 27<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September 2021 had Appointed Shree Shyamlal Agarwala (DIN 00003055) as the Managing Director of the Company effective from 1<sup>st</sup> July 2021 for a Period of Five Years up to 30<sup>th</sup> June 2026.

Pursuant to the Section 196, Section 197, Section 198, Section 203 and Schedule V of the Companies Act, 2013, Company having Inadequate/no Profits in any Upcoming Financial Year up to his Tenure, may subject to certain Conditions including the passing of a Special Resolution, Pay such Remuneration to its Managerial Personnel as may be decided by the Board of Directors on the Recommendation of the Nomination and Remuneration Committee.

Increase in Remuneration Payable to Shree Shyamlal Agarwala requires Approval of Members of the Company by way of passing Special Resolution, as Per the Notice convening the ensuing Annual General Meeting.

Shree Manoj Kumar Jhajharia, Joint Managing Director, Shree Arunkumar Jhajharia and Shree Raghav Agarwal, Directors being his Relatives shall be Considered as Personally Interested in this Item of Agenda. No Other Director or Key Managerial Personnel or their Relatives may be Considered as Personally Interested in this Item of Agenda. The Board Recommends the Resolution set forth in Item No. 7 for the Approval of the Members.

A Brief Resume in respect of Director seeking Increase in Managerial Remuneration is given Below pursuant to Regulation 36(3) of the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SNO	Particulars	Remarks
1	Name of the Director	Shyamlal Agarwala
2	DIN	00003055
3	Date of Birth & Age	25 <sup>th</sup> July 1945 and 78 Years
4	Date of Appointment and Terms of Appointment	Original Date of Appointment on 18.01.1997. Appointed as Managing Director for a period of 5 years, effect from 01 <sup>st</sup> July 2021 to 30 <sup>th</sup> June 2026.
5	Brief Profile	Shree Shyamlal Agarwala has extensive knowledge about the Textile Industries both domestic and exports market. He has through knowledge and experience in the textile industries more than Five decades.
6	Disclosure of relationship between Directors	Shree Shyamlal Agarwala is father of Shree Manoj Kumar Jhajharia, Joint Managing Director and Shree Arun Kumar Jhajharia, Executive Director and Grandfather of Shree Raghav Agarwal, Additional Director.
7	Directorship in other Public Companies	NIL
8	No. of Equity shares held	429393

#### ITEM NO. 8

The Members of the Company at the 27<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September 2021 had Appointed Shree Manoj Kumar Jhajharia (DIN 00003076) as the Joint Managing Director of the Company effective from 1<sup>st</sup> July 2021 for a Period of Five Years up to 30<sup>th</sup> June 2026.

Pursuant to the Section 196, Section 197, Section 198, Section 203 and Schedule V of the Companies Act, 2013, Company having Inadequate / no Profits in any Upcoming Financial Year up to his Tenure, may subject to certain Conditions including the passing of a Special Resolution, Pay such Remuneration to its Managerial

Personnel as may be decided by the Board of Directors on the Recommendation of the Nomination and Remuneration Committee.

Increase in Remuneration Payable to ShreeManoj Kumar Jhajharia requires Approval of Members of the Company by way of passing SpecialResolution, as Per the Notice convening the ensuing Annual General Meeting.

Shree Shyamlal Agarwala, Managing Director, Shree Arunkumar Jhajharia, Executive Director and Shree Raghav Agarwal, Non-Executive Director being his Relative shall be Considered as PersonallyInterested in this Item of Agenda. No OtherDirectoror Key Managerial Personnel or their Relatives may be Considered as PersonallyInterested in this Item of Agenda. The Board Recommends the Resolution set forth in Item No. 8 for the Approval of the Members.

A BriefResume in respect of Director seeking reappointment is given Below in Terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SNO	Particulars	Remarks
1	Name of the Director	MANOJ KUMAR JHAJHARIA
2	DIN	00003076
3	Date of Birth & Age	25 <sup>th</sup> April 1968 and 55 Years
4	Date of Appointment and Terms of Appointment	Original Date of Appointment on 26.09.1998. Appointed as Joint Managing Director for a period of 5 years, effect from 01 <sup>st</sup> July 2021 to 30 <sup>th</sup> June 2026.
5	Brief Profile	ShreeManoj Kumar Jhajharia is a Business Management Graduate having an experience of more than 30 years in the Textile Insustry.
6	Disclosure of relationship between Directors	ShreeManoj Kumar Jhajharia is son of ShreeShyamlal Agarwala, Managing Director and brother of Shree Arun Kumar Jhajharia, Director and father of Shree Raghav Agarwal, Additional Director.
7	Directorship in other Public Companies	NIL
8	No. of Equity shares held	312188

#### ITEM NO. 9

Pursuant to Section 197, Section 198and Schedule V of the Companies Act, 2013,Company having Inadequate/ no Profits in any Upcoming Financial Yearup to his Tenure, may subject to certain Conditions including the passing of a SpecialResolution, pay such Remuneration to its Managerial Personnel as may be decided by the Board of Directors on the Recommendation of the Nomination and Remuneration Committee.

Increase in Remuneration Payable to Shree Arun Kumar Jhajharia requires Approval of Members of the Company by way of passing Special Resolution, as Per the Notice convening the ensuing Annual General Meeting.

Shree Shyamlal Agarwala, Managing Director, Shree Manoj Kumar Jhajharia, Joint Managing Director and Shree Raghav Agarwal, Director being his Relative shall be Considered as Personally Interested in this Item of Agenda. No Other Director or Key Managerial Personnel or their Relatives may be Considered as Personally Interested in this Item of Agenda. The Board Recommends the Resolution set forth in Item No. 9 for the Approval of the Members.

A Brief Resume in respect of Director seeking Increase in Managerial Remuneration is given Below pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SNO	Particulars	Details
1	Name of the Director	Arunkumar Jhajharia
2	DIN	00003086
3	Date of Birth & Age	30 <sup>th</sup> June 1972, 51 Years
4	Date of Appointment and Terms of Appointment	Original Date of Appointment on 12 <sup>th</sup> February 2018.
5	Brief Profile	Graduate in Commerce with 25 Years of Experience in Textiles and Marketing
6	Disclosure of Relationship between Directors	Son of Managing Director and Brother of Joint Managing Director
7	Directorship in Other Public Companies	NA
8	No. of Equity Shares held	330671

#### ITEM NO. 10

The Board, on the Recommendation of the Nomination and Remuneration Committee, has Approved the Payment of Remuneration to Shree Raghav Agarwal, Non-Executive Director of the Company. Pursuant to Section 198 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Remuneration Paid to the Non-Executive Directors needs to be ratified by the Members of the Company. Accordingly, Consent of the Members is sought for passing a Special Resolution as set Out at Item No. 10 of the Notice for Ratification of the Remuneration Paid to the Non-Executive Director from 1<sup>st</sup> April 2023 to 31<sup>st</sup> July 2023.

Shree Shyamlal Agarwala, Managing Director, Shree Manoj Kumar Jhajharia, Joint Managing Director, Shree Arunkumar Jhajharia, Executive Director being his Relatives shall be Considered as Personally Interested in this Item of Agenda. No Other Director or Key Managerial Personnel or their Relatives may be Considered as Personally Interested in this Item of Agenda. The Board Recommends the Resolution set forth in Item No. 10 for the Approval of the Members.

**ITEM NO. 11**

The Board, on the Recommendation of the Audit Committee, has Approved the Appointment and Payment of Remuneration to Shree B. Venkateswar, Practicing Cost Accountant, Coimbatore, the Cost Auditor of the Company to conduct the Audit of the Cost Records for the Financial Year Ended 31<sup>st</sup> March 2024. Pursuant to Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, the Remuneration Payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, Consent of the Members is sought for passing an Ordinary Resolution as set Out at ItemNo.11 of the Notice for Ratification of the Remuneration Payable to the CostAuditors for the Financial YearEnded 31<sup>st</sup> March 2024.

None of the Directors, Key Managerial Personnel or their Relatives is Concerned or Interested in this Resolution. The Board Recommends the Resolution set forth in Item No.11 for the Approval of the Members.

**By order of the Board**

**Company Secretary and Compliance Officer**  
**Membership No: A61207**

Place : Coimbatore

Date : 11.08.2023