

NOTICE

NOTICE is hereby given that the **23rd** Annual General Meeting of the members of the Company will be held on **Thursday, 26th September, 2019 at 10:00 A.M.** at 408, Industrial Area-A, Ludhiana- 141003 to transact the following business (es):-

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on 31st March, 2019 including the audited Balance Sheet as at 31st March, 2019, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

2. Re-appointment of Director

To appoint **Ms. Manisha Jain (DIN: 02684080)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for Re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Pramod Kumar Jaiswal (DIN: 08408615) as a “Non-Executive Independent Director”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 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) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Pramod Kumar Jaiswal (DIN: 08408615)**, a Non-Executive Additional Director of the Company, who is eligible for re-appointment as Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of “**Five**” consecutive years.

**By order of the Board of Directors
For Sueryaa Knitwear Limited**

**Rajiv Jain
Managing Director
DIN: 01029784**

Date: 14.08.2019

Place: Ludhiana

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
5. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of this notice.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday, 21st September, 2019 to Thursday, 26th September, 2019** (both days inclusive).
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. The shares of the Company are at presently listed on BSE Limited.
10. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

11. The Board of Directors of the company has appointed **M/s. Ojha & Associates**, Company Secretaries, as **Scrutinizer** for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **“Consolidated Scrutinizer’s Report”**

and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company www.sueryaaknitwear.com and on the website of Stock Exchange at www.bseindia.com. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.

13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
14. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

15. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off** date i.e. **20th September, 2019**.
16. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

17. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
18. The **Instructions for shareholders voting electronically** areas under:

Date and Time of commencement of e-voting	September 23, 2019 at 9:00 A.M.
Date and Time of Conclusion of e-voting	September 25, 2019 at 5:00 P.M.

- i. During this period, shareholders' of the Company, holdings shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Share holders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The shareholders should log on to the e-voting website of CDSL "www.evotingindia.com."
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For Shareholders holding Demat Account with CDSL: **16 digits beneficiary ID,**
 - b) For Shareholders holding Demat Account with NSDL: **8 Character DP ID followed by 8 Digits Client ID,**
 - c) Member holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and vote done earlier voting of any company, then your existing pass word is to be used.

viii. If you are a first time user then follow the steps given below:

For Member sholding shares in Demat Form or Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit soft he sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character soft he name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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 in order to log</p> <p>If both the details are not recorded with the depository or company please enter the memberid / folionumber in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
 - x. 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 where 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 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.
- Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.*
- xii. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
 - xiii. Click on the **EVS190819015** for "**SUERYAA KNITWEAR LIMITED**"
 - xiv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same you will find an 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".
 - xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution's details.
 - xvi. 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.
 - xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xviii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xix. 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 & enter the details as prompted by the system.

- xx. 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - As 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.
- xxi. 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.
- xxii. To address issues / grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Rajiv Jain
Designation	Managing Director
Address	408, Industrial Area-A, Ludhiana- 141003
Contact	0161-4619272
E-mail	Sueryaa1995@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 3

APPOINTMENT OF MR. PRAMOD KUMAR JAISWAL (DIN: 08408615) AS INDEPENDENT DIRECTOR

The Board of Directors of your company at its Board Meeting held on 28th March, 2019 appointed Mr. Pramod Kumar Jaiswal (DIN: 08408615) as an Additional Independent Director under section 161 (1) of the Companies Act, 2013. He holds office up to the ensuing Annual General Meeting of the Company. The Company has received a notice in writing from Mr. Pramod Kumar Jaiswal pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose himself as candidate for the office of Independent Director. In opinion of the Board, Mr. Pramod Kumar Jaiswal fulfills the conditions as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management and hence recommend him to be appointed for **five** consecutive years under section 149 of the Companies Act, 2013. A brief profile of Mr. Pramod Kumar Jaiswal, whose appointment is proposed at item no. 3 of the accompanying notice, has been given in the 'annexure' attached.

Except Mr. Pramod Kumar Jaiswal, none of the Directors are interested in the said resolution.

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:

Name	Manisha Jain	Pramod Kumar Jaiswal
Director Identification Number (DIN)	02684080	08408615
Date of Birth	29/12/1965	08/12/1979
Date of Appointment in the Board	15/06/2009	28/03/2019
Qualification	Graduate	Post Graduate
Experience	Administration	Administration and Computer Application
List of Directorship held in other companies	R V Apparels Pvt. Ltd.	Nil
Names of Listed Entities in which the person holds membership of Committees of the Board	Nil	Nil
Relationship between Directors Inter-se	Spouse of Mr. Rajiv Jain, Managing Director of the Company	No relation