

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **24<sup>th</sup>** Annual General Meeting of the members of **Sueryaa Knitwear Limited** (“the **Company**”) will be held on **Friday, 18<sup>th</sup> December, 2020** at **11:00 A.M.** through video conferencing(VC) or Other Audio Visual Means (OAVM) to transact the following business (es):-

### ORDINARY BUSINESS:

**1. Adoption of Standalone Financial Statements for the financial year ended on 31<sup>st</sup> March, 2020**

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020 including the audited Balance Sheet as at 31<sup>st</sup> March, 2020, 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 a Director in place of **Mr.Rajiv Jain (DIN: 01029784)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.

**3. Appointment of M/s. Sanjeev Bimla& Associates, Chartered Accountants, (FRN: 008840N) as Statutory Auditors of the Company**

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013,if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Sanjeev Bimla& Associates**, Chartered Accountants, (Firm Registration No. 008840N) be and are herebyappointed as the Statutory Auditors of the Company to hold the office for **five** consecutive years from the conclusion of this Annual General Meeting tillthe conclusion of 29th Annual General Meeting of the Company on such remuneration including out of pocket expenses and other expenses as may be mutuallyagreed by and between the Board of Directors and the Auditor.”

### SPECIAL BUSINESS:

**4. Appointment of Mr. Sanjay Sahni (DIN: 08364951) 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 Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications 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, as amended from time to time, **Mr. Sanjay Sahni (DIN: 08364951)** who was appointed as an Additional (Category: Independent) Director of the Company at the Board Meeting held on 24.07.2020, in terms of Section 149 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company who is eligible to be so appointed 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 for a term of five consecutive years commencing from December 18, 2020 to December 17, 2025, not liable to retire by rotation.”

**5. Appointment of Mrs. Sunayana Puri (DIN: 05136792) as a 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, **Mrs. SunayanaPuri (DIN: 05136792)** be and is hereby appointed as Director of the Company, who is

eligible to be so appointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director.”

**6. Re-appointment of Mr. Saurabh Tripathi (DIN: 02828108) as an Independent Director**

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

“**RESOLVED THAT** subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications 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, as amended from time to time, Mr. Saurabh Tripathi (DIN: 02828108), who was appointed as an Independent Director of the Company for a term of five years up to September 27, 2020 in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of **five consecutive years** commencing from **September 28, 2020** upto **September 27, 2025**, not liable to retire by rotation.”

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

**Date:07.11.2020  
Place:Ludhiana**

**Rajiv Jain  
Managing Director  
DIN: 01029784**

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is **being conducted through VC/OAVM** hereinafter called as 'e-AGM'.
2. The deemed venue for 24<sup>th</sup>AGM shall be the Registered Office of the Company at 408, Industrial Area-A, Ludhiana-141003.
3. The Company has appointed its RTA **M/s. Skyline Financial Services Pvt. Ltd.** as "Facilitator of VC/OAVM" to facilitate the conduct of AGM through VC/OAVM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, the facility of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email on [cstanayojha@gmail.com](mailto:cstanayojha@gmail.com) through its registered email address and mark copy to Company's email id [sueryaa1995@gmail.com](mailto:sueryaa1995@gmail.com) & [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
6. Statement pursuant to Section 102 of the Act forms a part of this Notice for special business to be transacted at the 24<sup>th</sup>AGM.

7. Brief details of the director, who are eligible to be re-appointed in place of retiring director in 24th AGM, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
8. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 10:45 A.M. to 11:15 A.M. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. Institutional investors, who are members of the Company are encouraged to attend and vote at the 24thAGM of the Company.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
11. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 24th e-AGM along with the Annual Report for FY 2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at [www.sueryaaknitwear.com](http://www.sueryaaknitwear.com); website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of RTA at <https://www.skylinerta.com/>. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com)
12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address by communicating/writing to the Company or to our RTA, SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, D-153A, 1stFloor, Okhla Industrial Area, Phase-I, New Delhi -1100 20. Ph.:- 011-41044923 Email :- [info@skylinerta.com](mailto:info@skylinerta.com)
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
15. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 408, Industrial Area-A, Ludhiana-141003.
  - a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.

18. The Register of Members and Share Transfer Books will remain closed from **Saturday, 12<sup>th</sup> December, 2020 to Friday, 18<sup>th</sup> December, 2020 (both days inclusive)**.
19. The Shares of the Company are presently listed at **BSE Limited**.
20. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <https://www.sueryaaknitwear.com/investor-desk/sh-13-and-14-nomination>). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
21. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
22. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday 11th December, 2020, such person may obtain the user id and password from by email request on [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in).
23. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [info@skylinerta.com](mailto:info@skylinerta.com) for obtaining the Annual Report and Notice of AGM.
24. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
25. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

In case shares are held in **physical mode** please provide Folio No., Name of shareholder, 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 [sueryaa1995@gmail.com](mailto:sueryaa1995@gmail.com) with a copy marked to RTA [info@skylinerta.com](mailto:info@skylinerta.com)

In case shares are held in **demat mode**, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [sueryaa1995@gmail.com](mailto:sueryaa1995@gmail.com) with a copy marked to RTA [info@skylinerta.com](mailto:info@skylinerta.com)

26. Instructions for remote e-voting and joining the e-AGM are as follows:

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i. 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.
- ii. The voting period begins on <Tuesday December 15, 2020 from 09:00 A.M> and ends on < Thursday December 17, 2020 from 05:00 P.M.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of < Friday 11th December, 2020 > may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- v. Click on “Shareholders” module.
- vi. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. 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.
- ix. If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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 login.</p> <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- x. After entering these details appropriately, click on “SUBMIT” tab.
- xi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant Company Name <**SUERYAA KNITWEAR LIMITED.**> on which you choose to vote.
- xiv. 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.
- xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution 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. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request to [sueryaa1995@gmail.com](mailto:sueryaa1995@gmail.com) in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [sueryaa1995@gmail.com](mailto:sueryaa1995@gmail.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those shareholders, who are present in the EGM/AGM 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.
  3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- xxi. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (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 should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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 and to the Company at the email address viz; **sueryaa1995@gmail.com**(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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** or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Ms. Priyanka Ram
Designation	Company Secretary & Compliance Officer
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. 4

##### APPOINTMENT OF MR. SANJAY SAHNI (DIN: 08364951) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

The Board of Directors had appointed **Mr. Sanjay Sahni (DIN: 08364951)** as an Additional Director of the company under section 161 read with section 149 of the Companies Act, 2013 w.e.f. 24.07.2020 to hold office up to the upcoming Annual General Meeting of the Company. The Company has received a notice in writing from **Mr. Sanjay Sahni** 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 the opinion of Board, **Mr. Sanjay Sahni** fulfils the conditions as specified under Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company. Also, he is Independent of the management and hence the Board recommends him to be appointed for **five consecutive years** under section 149 of the Companies Act, 2013.

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of the Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under above mentioned sub sections. Furthermore, the provisions relating to retirement by rotation shall not applicable to the proposed Independent Director.

So to comply with the relevant provisions of Companies Act, 2013, all Independent Directors need to be re-appointed on non-rotational basis up to a period of five year at a time.

In the opinion of the Board, the proposed Independent Director fulfills the condition for its appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also opined that the proposed Director possesses appropriate skill, experience and Knowledge as required for occupying the position of an Independent Director.

The Board has also received declaration from the proposed Independent Director that he meets the Criteria of Independence as prescribed under Section 149(6) read with Schedule IV of the Companies Act, 2013.

The Board of Directors consider that in view of the background and immense experience **Mr. Sanjay Sahni**, it would be in the interest of the Company to appoint him as an Independent Director. The Board therefore, recommends the resolution for your approval. A brief profile of the proposed Director has been attached herewith.

Except **Mr. Sanjay Sahni**, none of the Director(s), Key Managerial Personnel and their relatives is/are interested or concerned in the mentioned resolution.

#### **ITEM NO. 5**

##### **APPOINTMENT OF MRS. SUNAYANA PURI (DIN: 05136792) AS A DIRECTOR**

**Mrs. SunayanaPuri (DIN: 05136792)** was appointed as an Additional Director on the Board of the Company on July 01, 2020.

The Company has received intimation in Form DIR-8 from Mrs. SunayanaPurithat, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and his consent to continue as a Director.

The resolution seeks the approval of members for the appointment of Mrs. SunayanaPurias a Director of the Company in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. SunayanaPuri, the Board of Directors at its meeting held on July 01, 2020 approved the appointment of Mrs. SunayanaPuri as mentioned in the resolution.

For your information and record, Mrs. SunayanaPuri has vast experience in general management. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director.

The nature of concern or interest, financial or otherwise, if any, in respect of the Appointment of Mrs. SunayanaPuri:

(i) Directors: No other Director is interested

(ii) Every other Key Managerial Personnel: NIL

(iii) Relatives: NIL

#### **ITEM NO. 6**

##### **RE-APPOINTMENT OF MR. SAURABH TRIPATHI (DIN:02828108) AS AN INDEPENDENT DIRECTOR**

**Mr. Saurabh Tripathi (DIN: 02828108)** is proposed to be re-appointed as an Independent Director of the company. The duties of the Director shall be discharged subject to superintendence, control and direction of the Board and shall perform on behalf of the company in the ordinary course of business including all such acts, deeds, matters and things, which in the ordinary course of business, he may consider necessary or proper or are in the interest of the company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his/her involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Saurabh Tripathi as an Independent Director of the Company.



None of the Director(s) are interested in the said resolution.

**Terms & Conditions:**

1. Designation: Independent Director
2. Term: 5 Years
3. Salary: NIL

**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	RAJIV JAIN	SANJAY SAHNI	SUNAYANA PURI	SAURABH TRIPATHI
Director Identification Number (DIN)	01029784	08364951	05136792	02828108
Date of Birth	11.09.1965	20.11.1969	13.12.1984	16.02.1982
Date of Appointment in the Board	13.02.1995	24.07.2020	01.07.2020	02.02.2015
Qualification	Graduate	Chartered Accountant	Company Secretary	Graduate
Experience	Administration	Finance	Legal, Finance and Management	Administration and Management
List of Directorship held in other companies	NIL	1. Super IP Resolution Team Private Limited	Chandra Credit Ltd.	Vishesh IT Services Private Limited
		2. DCM Financial Services Limited		
Names of Listed Entities in which the person holds membership of Committees of the Board	NIL	NIL	NIL	NIL
Relationship between Directors Inter-se	-	-	-	-