



# ACKNIT INDUSTRIES LIMITED

( Formerly : Acknit Knitting Limited )

817, KRISHNA, 224, A.J.C. BOSE ROAD, KOLKATA - 700 017, (INDIA)

CIN - L01113WB1990PLC050020

PH. : (91-33) 2287-8293, 2287-7617 # FAX : (91-33) 2287-8269

E-mail : [calcutta@acknitindia.com](mailto:calcutta@acknitindia.com)

Website : <http://www.acknitindia.com>

Date: 28.08.2017

To,

BSE Limited  
Floor-25, P.J Towers  
Dalal Street  
Mumbai- 400001  
Scrip Code: 530043

The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata 700001  
Scrip Code: 11078

## Sub: Notice of Annual General Meeting

Dear Sir/ Madam,

We wish to inform you that 27<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Thursday, the 21<sup>st</sup> day of September, 2017 at 04:30 P.M. at Gyan Manch, 11, Pretoria Street, Kolkata-700071.

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of said notice for your reference and records.

We hope you will find the same in order.

Thanking You,

For Acknit Industries Limited

  
Shruti Poddar

Company Secretary

Encl: Notice of 27th Annual General Meeting

## ACKNIT INDUSTRIES LIMITED

CIN: L01113WB1990PLC050020

Regd. Off : 817, Krishna 224, A.J.C. Bose Road, Kolkata-700017

Phone No: (033) 2287-8293 Fax No: (91-33) 2287-8269

Email Id : [calcutta@acknitindia.com](mailto:calcutta@acknitindia.com) Website: [www.acknitindia.com](http://www.acknitindia.com)

### NOTICE

To

The Members of

Acknit Industries Limited

**NOTICE** is hereby given that the 27th Annual General Meeting of ACKNIT INDUSTRIES LIMITED will be held on Thursday, the 21<sup>st</sup> day of September, 2017 at 4.30 P.M. at 'GYAN MANCH' at 11, Pretoria Street, Kolkata, 700071 to transact the following business :-

#### ORDINARY BUSINESS

##### Item No.1

##### Adoption of Audited Financial Statement

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March 2017, together with the Reports of the Directors and Auditors thereon.

##### Item No. 2

##### Declaration of Dividend

To declare dividend for the financial year ended 31st March, 2017

##### Item No. 3

##### Appointment of Director in place of the Director retiring by rotation

"To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution."

"**RESOLVED THAT** Mrs. Rashi Saraf (DIN: 07152647), Non-Executive Non Independent Director of the Company who retires by rotation at this meeting, being eligible, be and is hereby re-appointed as Non-Executive Non Independent Director, whose period in office shall be subject to retirement by rotation."

##### Item No. 4

##### Appointment of Auditor & fixation of Remuneration

"To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution."

"**RESOLVED THAT** pursuant to Section 139 &142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder M/s SRB & Associates, Chartered Accountants (Firm Reg. No. 310009E) be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s R.K Bajaj & Co., Chartered Accountants ( Firm Reg. No. 314140E) to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the AGM to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting to be held in between at such remuneration as may be fixed by the Board of Directors."

#### SPECIAL BUSINESS:

##### Item No. 5

##### Issue of Equity shares in the Capital of the Company on Preferential Allotment basis under the provisions of the Section 42 & 62 of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification, the following resolutions as a SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and Securities and Exchange boards of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto ("SEBI (ICDR) Regulations 2009") and subject to such other rules/regulations/ guidelines issued by the Securities and Exchange boards of India (SEBI), Stock Exchanges where the shares of the company are listed including provision of "Listing Obligation And Disclosure Requirement" Regulations 2015 ("SEBI (LODR) Regulations, 2015") or any other appropriate/statutory Authority and also subject to such approvals, permissions, sanction and consents as may be necessary and required from the Government of India, the Reserve bank of India (RBI) and all appropriate authorities and Institutions, rules , regulations , guidelines and contracts for the time being in force and subject further to such other terms, conditions, stipulations, alterations, modifications and variations, the consent and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 5,20,000 Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, on Preferential Basis, at an Issue price of Rs. 120/- (Rupees one Hundred Twenty Only) per equity share, including a premium of Rs. 110/- (Rupees one Hundred Ten Only) per equity share, or at such higher price as may be determined in accordance with chapter VII of the SEBI (ICDR) Regulations, 2009 and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit to the following entities/ persons as mentioned :



Sl. No.	Name of the Proposed Allottees,	No. of Equity shares to be allotted	Allottee is : QIB / MF / FI / Trust / Banks/Others	Mode of Payment
<b>A.</b>	<b>Promoter Group:</b>			
1.	SHRI KRISHAN SARAF	1,10,000	Others	Cash
2.	SHRI KRISHAN SARAF (HUF)	30,000	Others	Cash
3.	ABHISHEK SARAF	20,000	Others	Cash
4.	ADITYA SARAF	20,000	Others	Cash
5.	RASHI SARAF	85,000	Others	Cash
6.	SARAF CAPITAL MARKETS LTD	85,000	Others	Cash
	<b>Sub Total (A)</b>	<b>3,50,000</b>		
<b>B.</b>	<b>Non Promoter:</b>			
1.	KAMAL KUMAR JALAN (HUF)	17,000	Others	Cash
2.	GOURISHANKAR JALAN (HUF)	17,000	Others	Cash
3.	AKHIL JALAN (HUF)	17,000	Others	Cash
4.	NIKHIL JALAN (HUF)	17,000	Others	Cash
5.	NIKHIL KAMALKUMAR JALAN	17,000	Others	Cash
6.	AKHIL KAMALKUMAR JALAN	17,000	Others	Cash
7.	ANISHANIKHIL JALAN	17,000	Others	Cash
8.	ASHADEVI KAMALKUMAR JALAN	17,000	Others	Cash
9.	KAMALKUMAR G JALAN	17,000	Others	Cash
10.	SONALAKHIL JALAN	17,000	Others	Cash
	<b>Sub Total (B)</b>	<b>1,70,000</b>		
	<b>Total (A+B)</b>	<b>5,20,000</b>		

“**RESOLVED FURTHER THAT** the offer, issue and allotment of the Equity Shares shall be made by the Board at such time(s) as the Board may in its absolute discretion decides, subject to appropriate guidelines, notifications, rules and regulations and the terms and condition given hereunder:-

- The relevant date for the purpose of determining the minimum Issue Price of the shares in accordance with the SEBI (ICDR) Regulations, 2009, be fixed as 22nd August 2017, being the 30th day prior to 21st September, 2017 i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 62(1)(c) of the Companies Act, 2013 (to the extant rules notified) to consider the proposed preferential issue.
- The price including premium of Equity shares to be allotted shall not be lower than the minimum price specified under SEBI Regulation for Preferential Issues [Chapter VII of SEBI (ICDR), Regulations 2009].
- The equity shares to be issued and allotted pursuant to the preferential allotment shall be in dematerialized form only.
- The Equity shares to be offered, issued and allotted as aforesaid shall be subject to the provisions of the Memorandum and Articles of Association of the Company and on allotment shall rank pari-passu with the existing shares of the Company in all respect.
- The Equity shares to be offered, issued and allotted as aforesaid, as also pre-preferential Equity Shares held if any, shall be subject to lock in for such period as may be prescribed under SEBI Regulations for Preferential Issues.
- The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company through Special Resolution.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of equity shares of the Company the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of equity shares of the Company as it may in its absolute discretion deem fit and proper, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the aforesaid resolution.”

By Order of the Board  
For **Acknit Industries Limited**

Shruti Poddar

Place: Kolkata

Date: 23rd August, 2017

Company Secretary & Compliance Officer

**Notes**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos 4 to 5 forms part of this Notice. Additional information, pursuant to Regulations 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings in respect of Director seeking re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of members not exceeding (50) fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members are requested to send to the Company's registered office, a duly certified copy of board resolution authorizing their representative to attend and vote at the meeting.
4. Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday 16th September, 2017 to Thursday 21 September, 2017 (both days inclusive) for payment of dividend on equity shares for the financial year ended on 31st March, 2017.
6. The dividend for the financial year ended on 31st March 2017, as recommended by the Board of Directors, if declared at the ensuing Annual General meeting, will be paid within 30 days from the date of declaration to those members whose names appear in the register of members/statement of beneficial ownership furnished by the depositories at the close of business hours on from the close of business hours of 15th September 2017. Shareholders are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.
7. In order to avoid risk of loss/interception of dividend warrants in postal transit and/or fraudulent encashment of dividend warrants, shareholders holding shares in demat form are requested to register their latest bank details with their respective Depository Participant and those holding share in physical form are requested to provide their latest bank details to the Company's Registrar and Share Transfer Agent, M/s. S. K. Info Solutions (P) Ltd.
8. Members desiring any information on the Accounts for the financial year ended on 31st March, 2017 are requested to write to the Company at least 10 days in advance, so as to enable the management to keep the information ready at the meeting.
9. Information under the applicable provisions of SEBI (LODR) Regulation, 2015 in respect of Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Accounts Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
11. Those members who have so far not en-cashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the "Investor Education and Protection Fund" of the Central Government pursuant to section 125 of the Companies Act, 2013 (or section 205C of the Companies Act, 1956) on the respective dates mentioned there against. Kindly note that after such transfer, the members will not be entitled to claim such dividend.

Financial year Ended	Last date of claiming unpaid dividend
31.03.2010	24.10.2017
31.03.2011	23.10.2018
31.03.2012	29.10.2019
31.03.2013	24.10.2020
31.03.2014	15.10.2021
31.03.2015	28.10.2022
31.03.2016	30.10.2023

12. The Company has implemented the "GREEN INITIATIVE" as per circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) by allowing paperless compliances by the Companies for service of documents to their members through electronic mode, which will be in compliance with section 20 of the Companies Act, 2013. Henceforth, the e-mail addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered e-mail address for serving notices/documents etc. In view of the above, the company has already dispatched the written communication to its members on April 21, 2014 requesting them to register their designated e-mail ID. However, members who wish to receive physical copy of the Notices, Annual Reports and other documents may forward their written requests to the Company for the same.
13. Electronic copy of the Annual Report for 2017 along with the notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual



Report for 2016-17 is being sent in the permitted mode.

14. The Notice of Annual General Meeting and the copies of audited financial statements, directors' report, auditors' report etc, will also be displayed on the website [www.acknitindia.com](http://www.acknitindia.com) of the company and may be accessed by the members.
15. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the members at the registered office of the Company during business hours on any working day up to the date of Annual General Meeting of the Company, with prior appointment.

**Information and other instructions relating to e-voting are as under:**

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for e-voting are given herein below.
2. The facility for voting ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

**The process and manner for remote e-voting are as under:**

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
  - i. Open the e-mail and also open PDF file namely "ACKNIT INDUSTRIES LTD e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>
  - iii. Click on Shareholder – Login.
  - iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - v. If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
  - vi. The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of eight digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Acknit industries Limited. Now you are ready for remote e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [rrekha1410@gmail.com](mailto:rrekha1410@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose e-mail addresses are not registered with the Company/Depositories or requesting physical copy):
  - i. Initial password is provided in the enclosed Attendance Slip along with EVEN (E-voting Event Number), user ID and password.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as above in (A), to cast your vote.

**Other Instructions:**

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members, available at the 'downloads section' of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- ii. The remote e-voting period commences on Monday, September 18, 2017 (9.00 a.m. IST) and ends on Wednesday, September 20, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Thursday, September 14, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.
- iii. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of Thursday, September 14, 2017 and as per the Register of Members of the Company.





- v. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., Thursday, September 14, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- vi. 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 only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Annual General Meeting through ballot paper.
- vii. Mrs. Rekha Goenka, Practicing Company Secretary (Membership No. ACS-17805, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- viii. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
- ix. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- x. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- xi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.acknitindia.com](http://www.acknitindia.com) and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com) immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and Calcutta Stock Exchange Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board  
For **Acknit Industries Limited**

Place: Kolkata

Shruti Poddar

Date: 23rd August, 2017

Company Secretary & Compliance Officer

**Details of Director seeking Re-Appointment in the ensuing Annual General Meeting** pursuant to the Regulations 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	<b>Mrs. Rashi Saraf</b>
Date of Birth/Age	26/05/1979
Date of first appointment	26/09/2016
Expertise in specific, general, functional area and transactions.	Extensive knowledge and experience in Corporate dealings
Qualification	B.Com(Hons)
Shareholding in the company	NIL
No. of Board meeting attended during F.Y 2016-17	3
Relationship with other Directors	Daughter in law of Mr. S.K Saraf, Managing Director.
Directorship in other Companies	NIL
Chairman/ Member in the Committees of the Boards of the companies	1(Member of Stakeholder Relationship Committee)
Chairman/ Member in the Committees of the Boards of the other Public Limited companies	NIL

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

**Item No. 4**

The retiring Auditor M/s R.K. Bajaj & Co, Chartered Accounts (Firm No. 314140E) being a proprietary firm have exhausted their period of re-appointment in the Company under the provisions of Sec, 139 of the Companies Act, 2013 read with rules made thereunder. Accordingly, the Board of Directors have since identified M/s SRB & Associates, Chartered Accountants (Firm Reg. No. 310009E) who have given their consent to Act, if appointed, and have given necessary declaration as to their eligibility to Act as Auditor of the Company.

Your directors recommend the adoption of the resolution set out under item no 4 of the notice in the interest of the Company.

None of the directors of the Company is interested or concerned in this resolution.

**Item No.5**

The Company proposes to raise resources for not exceeding Rs.6.50 crore by issue and allotment of Equity Shares on Preferential basis during the current year with a view to augment its working Capital needs and repayment of outstanding unsecured loans. In



view thereof, the Board of Directors at its meeting held on 23rd August 2017 have accordingly decided to issue and allot further equity shares in the capital of the Company on preferential allotment basis subject to obtaining approval of the shareholders u/s 42, 62 and other applicable provisions of the Companies Act, 2013 to meet the immediate requirement as above. The proposed issue of equity shares on preferential basis shall be subject to provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirement) Regulations 2009, SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, the Listing Agreement with the Stock Exchange concerned and such other applicable laws and provisions.

A copy of the Certificate of the Auditors of the Company certifying the adherence of the SEBI Regulations for Preferential Issues Company being Chapter VII of SEBI (Issue of Capital and Disclosure Requirement) Regulations 2009, for the propose issue will be available for inspection at the Registered Office of the Company.

The information required under Regulation 73(1) of SEBI (ICDR) Regulations 2009 are as under:-

- a) **Object of the Issue:** The Objects of the Preferential Allotment is to raise funds for business purposes as mentioned in Item No. 5 of the Explanatory Statement.
- b) **Intention of proposed subscriber to subscribe to the Offer:** The following entities and individual have conveyed to the Company in writing their respective intention to subscribe to equity shares on preferential issue as proposed under Special Resolution under Item no. 5 of the Notice.

Sl.No.	Name of the Proposed Allottees	No. of Equity shares to be allotted	Whether QIB or Others
1	SHRI KRISHAN SARAF	1,10,000	Others
2	SHRI KRISHAN SARAF (HUF)	30,000	Others
3	ABHISHEK SARAF	20,000	Others
4	ADITYA SARAF	20,000	Others
5	RASHI SARAF	85,000	Others
6	SARAF CAPITAL MARKETS LTD	85,000	Others
7	KAMAL KUMAR JALAN (HUF)	17,000	Others
8	GOURISHANKAR JALAN (HUF)	17,000	Others
9	AKHIL JALAN (HUF)	17,000	Others
10	NIKHIL JALAN (HUF)	17,000	Others
11	NIKHIL KAMALKUMAR JALAN	17,000	Others
12	AKHIL KAMALKUMAR JALAN	17,000	Others
13	ANISHANIKHIL JALAN	17,000	Others
14	ASHADEVI KAMALKUMAR JALAN	17,000	Others
15	KAMALKUMAR G JALAN	17,000	Others
16	SONALAKHIL JALAN	17,000	Others

- c) Shareholding pattern before and after issue of Equity shares resulting from preferential issue in terms of Resolution under Item no. 5 of the Notice.

Sl. No.	Class of Members	Existing Shareholding (Pre- Preferential)		Shareholding After Allotment	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoter &amp; Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals/Hindu undivided Family	10,89,046	43.22	13,54,046	44.54
(b)	Central Government/ State Government(s)	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0
(d)	Any Other -(Bodies Corporate)	80,000	3.17	1,65,000	5.43
	<b>Sub-Total (A)(1)</b>	<b>11,69,046</b>	<b>46.39</b>	<b>15,19,046</b>	<b>49.97</b>



Sl. No.	Class of Members	Existing Shareholding (Pre- Preferential)		Shareholding After Allotment	
		No. of Shares	%	No. of Shares	%
<b>2</b>	<b>Foreign</b>				
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0
(b)	Government	0	0	0	0
(c)	Institutions	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0
(e)	Any Other (specify)	0	0	0	0
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+ (A) (2)</b>	<b>11,69,046</b>	<b>46.39</b>	<b>15,19,046</b>	<b>49.97</b>
<b>B</b>	<b>Public shareholding</b>				
<b>1</b>	<b>Institutions</b>	0	0	0	0
(a)	Mutual Funds/UTI	0	0	0	0
(b)	Venture Capital fund	0	0	0	0
(c)	Alternate Investment fund	0	0	0	0
(d)	Foreign venture capital investor	0	0	0	0
(e)	Foreign portfolio Investors	0	0	0	0
(f)	Financial Institutions/ Banks	0	0	0	0
(g)	Insurance Companies	0	0	0	0
(h)	Provident funds/Pension funds	0	0	0	0
(i)	Any other Foreign Institutional investors	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Central Government/ State Government(s)/president of India</b>	0	0	0	0
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>3</b>	<b>Non-Institutions</b>				
(a)	Individuals	7,16,548	28.43	8,18,548	26.93
(b)	NBFCs Registered with RBI	0	0	0	0
(c)	Employee Trusts	0	0	0	0
(d)	Overseas Depositories (holding Drs) (balancing figure)	0	0	0	0
(e)	Any Other (specify)				
	HUF	0	0	68,000	2.24
	Body corpoarte	6,19,566	24.59	6,19,566	20.38
	NRI	14,840	0.59	14,840	0.49
	Foreign company	0	0	0	0
	<b>Sub-Total (B)(3)</b>	<b>13,50,954</b>	<b>53.61</b>	<b>15,20,954</b>	<b>50.03</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>13,50,954</b>	<b>53.61</b>	<b>15,20,954</b>	<b>50.03</b>
<b>C</b>	<b>Non Promoter- Non Public shareholder</b>	0	0	0	0
	<b>GRAND TOTAL { (A) + (B) + (C) }</b>	<b>25,20,000</b>	<b>100.00</b>	<b>30,40,000</b>	<b>100.00</b>





- d) Proposed time Limit within which Allotment will be completed: The allotment of Equity Shares are proposed to be made within 15 days of the date of passing of this resolution by the Shareholders in the Annual General Meeting, provided that when the allotment on Preferential Basis is pending on account of pendency of any approval for such allotment by a regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval. However, if so required the period of allotment may be extended subject to requisite approval / applicable provisions.
- e) **The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottee and the percentage of Post Preferential Issue Capital that may be held by them:**

Name of the Proposed Allottee	Category (Promoter / Public)	Identity of the Natural Person who is the ultimate Beneficial Owner	Pre- Preferential Issue Equity and Voting Share Capital of the Company		Equity Shares to be issued and allotted	Post- Preferential Issue Equity and Voting Share Capital of the Company*	
			No.	%		No.	%
SHRI KRISHAN SARAF	Promoter	SHRI KRISHAN SARAF	3,21,047	12.74	1,10,000	4,31,047	14.18
SHRI KRISHAN SARAF (HUF)	Promoter	SHRI KRISHAN SARAF (HUF)	62,406	2.48	30,000	92,406	3.04
ABHISHEK SARAF	Promoter	ABHISHEK SARAF	1,07,814	4.28	20,000	1,27,814	4.20
ADITYA SARAF	Promoter	ADITYA SARAF	5,799	0.22	20,000	25,799	0.85
RASHI SARAF	Promoter	RASHI SARAF	0	0	85,000	85,000	2.80
SARAF CAPITAL MARKETS LTD	Promoter	SARAF CAPITAL MARKETS LTD	80,000	3.17	85,000	1,65,000	5.43
KAMAL KUMAR JALAN (HUF)	Public	KAMAL KUMAR JALAN (HUF)	0	0	17,000	17,000	0.56
GOURISHANKAR JALAN (HUF)	Public	GOURISHANKAR JALAN (HUF)	0	0	17,000	17,000	0.56
AKHIL JALAN (HUF)	Public	AKHIL JALAN (HUF)	0	0	17,000	17,000	0.56
NIKHIL JALAN (HUF)	Public	NIKHIL JALAN (HUF)	0	0	17,000	17,000	0.56
NIKHIL KAMALKUMAR JALAN	Public	NIKHIL KAMALKUMAR JALAN	0	0	17,000	17,000	0.56
AKHIL KAMALKUMAR JALAN	Public	AKHIL KAMALKUMAR JALAN	0	0	17,000	17,000	0.56
ANISHANIKHIL JALAN	Public	ANISHANIKHIL JALAN	0	0	17,000	17,000	0.56
ASHADEVI KAMALKUMAR JALAN	Public	ASHADEVI KAMALKUMAR JALAN	0	0	17,000	17,000	0.56
KAMALKUMAR G JALAN	Public	KAMALKUMAR G JALAN	0	0	17,000	17,000	0.56
SONALAKHIL JALAN	Public	SONALAKHIL JALAN	0	0	17,000	17,000	0.56

- f) Lock In: The aforesaid allotment of equity shares shall be locked-in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of receipt of the trading approval from BSE Limited i.e., the only Nationwide Stock Exchange where the equity shares of the Company are listed.
- g) Change in the control or composition of the Board: Subsequent to the proposed issue of Equity Shares on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the captioned preferential allotment of Equity Shares.
- h) Auditor's Certificate :A copy of the certificates from the Statutory Auditor of the Company, i.e., M/s. R.K Bajaj & Co. Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirement of the SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 11.00 A.M to 2.00 P.M. on any working day up to the date of AGM and at the AGM.
- i) Undertakings :
- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
  - The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

Pursuant to the above preferential allotment of the equity shares, no change in management control is contemplated. The aforesaid allottees shall be required to comply with the relevant provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 and subsequent amendments thereto, if applicable.

None of the Directors of the Company, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said resolutions no. 5 except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the Companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Preferential Issue will be in the best interest of the Company and its Shareholders.

Regulation 72(1)(a) of the SEBI (ICDR) Regulations, 2009 and Section 62(1)(c) of the companies Act 2013 provides that the Preferential Issue of specified securities by a Listed Company would require approval of its shareholders by way of Special Resolution. The Board, therefore, recommends the above mentioned Special Resolutions 5 as set out in the notice for your approval.