



NOTICE

Notice is hereby given that the **26th ANNUAL GENERAL MEETING** of the Shareholders of **SPL INDUSTRIES LIMITED** will be held on **Friday, 29th September, 2017** at **Country INN & Suites by Carlson, Chhartarpur Road, Satbari, New Delhi -110030** at **10:00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Sh. Vijay Kumar Jindal (DIN 00231517), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Singhi Chugh & Kumar, Chartered Accountants (Firm Registration No. 013613N) as Statutory Auditors of the Company for the financial year 2017-18, who were appointed to hold office from the conclusion of the 25th Annual General Meeting upto to the conclusion of the 30th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Audit Committee to fix their remuneration.

SPECIAL BUSINESS:

4. **To increase borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members of the Company be and is hereby accorded for authorizing the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 Crores [including the money already borrowed by the Company] whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion.”

5. **To keep registers, returns etc. at registered office / other place under Section 94 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-**

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the Registers and Returns required to be maintained by the Company under Section 88 and 92 of the Companies Act, 2013, may be maintained at the Company's Corporate Office at Plot No. 21, Sector-6, Faridabad, Haryana.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this resolution.”

6. **To increase the remuneration of Managing Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions under Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendment, modifications or re-enactment thereof and subject to the approval of the Central Government, if required in this regard, and further subject to such other requisite approvals, as may be required, the consent of shareholders be and is hereby accorded to increase the remuneration of Sh. Mukesh Kumar Aggarwal as Managing Director of the Company to Rs. 60,00,000/- per annum as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and that the said remuneration does not exceed the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**By order of the Board
For SPL Industries Limited**

**Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007**

**Place: Faridabad
Date: August 16, 2017**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY DULY COMPLETED, STAMPED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A BLANK PROXY FORM IS ENCLOSED. PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 member.
3. Revenue stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purpose.
4. Every member entitled to vote at a meeting of the company or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
5. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
6. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E- voting facility to all the Shareholders of the Company in respect of items to be transacted at this Meeting. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The user-id & password along with the procedure and instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The Company has appointed Shri Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, New Delhi to act as the Scrutinizer, to scrutinize the remote e-voting process and electronic voting system/ ballot or polling paper voting process at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

Procedure and Instructions for Remote e-voting:

- A. **In case of Members receiving an e-mail from Karvy [applicable to members whose email IDs are registered with the Company / Depository Participant(s)]:**
 - I. Launch an internet browser and open <https://evoting.karvy.com>.
 - II. Enter the login credential i.e. User ID and password mentioned in your email. Your Folio No/DP ID-Client No will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
 - III. After entering the details appropriately, click on "LOGIN".
 - IV. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9), and a special character. The system will prompt you to change your password, contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - V. You need to login again with new credentials.
 - VI. On successful Login, the system will prompt you to select the E-Voting Event.
 - VII. On the voting page, the number of shares (which represent the number of votes) as held by the member as on the Cut Off date will appear. If you desire to cast all the votes assenting/dissenting to the resolutions, then enter all shares and click "FOR/AGAINST" as the case may be or partially in "against" but the total number of votes taken together should not exceed your total shareholding as on the record date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - X. Select the EVENT of SPL Industries Limited and click on – Submit



- XI. Now you are ready for e-voting as 'Cast Vote' page opens.
- XII. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- XIII. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- XIV. 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, along with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by an e-mail at **sachinag1981@gmail.com** with a copy marked to **evoting@karvy.com** they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- XV. Members may alternatively cast their votes the Ballot Form which is sent along with the notice.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- I. Initial password is provided as below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
.....

- II. Please follow all steps from Sl. No. (I) to Sl. No. (XV) as in A above, to cast your vote.

C. Other General Instructions:

- I. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of Karvy's e-voting website [https:// evoting.karvy.com](https://evoting.karvy.com).
 - II. If you are already registered with Karvy for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id 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 shares of the paid up equity share capital of the Company as on the cut-off date of 22nd Day of September, 2017. Members are eligible to cast vote only if they are holding shares as on that date.
 - V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 10.00 a.m. on September 26, 2017 and will end at 5.00 p.m. on September 28, 2017. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
 - VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
 - VII. The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 - VIII. Members who have not voted through remote e-voting can cast their vote at the venue.
 - IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
 - X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.spllimited.com and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Sh. Vijay Jindal Kumar, Director retiring by rotation and seeking re-appointment under item no. 2 of the notice in accordance with applicable provisions of the Companies Act, 2013 is forming part of the notice.



9. Members are requested to:-
- (i) note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - (ii) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Auditorium will be strictly on the basis of the Entry Slip available at the counters at the venue to be exchanged with the Attendance Slip.
 - (iii) quote their Folio/Client ID & DP ID Nos. in all correspondence.
 - (iv) note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.
 - (v) note that no gifts/coupons will be distributed at the Annual General Meeting.
 - (vi) note that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
11. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
12. The Register of Members and Share Transfer books will remain closed on 23rd September, 2017 to 29th September, 2017.
13. Taking a Step forward towards "Green initiative" by allowing paperless compliances and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered along with the members those who have not registered their email address, are entitled to receive such communication in physical form upon request.
14. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
15. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or our Registrar & Share Transfer Agent along with relevant Share Certificates.
16. Member who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent of the Company and to their respective depository participants, in case shares are held in electronic mode.
17. All relevant documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
18. Members may also note that the Notice of the 26th Annual General Meeting & Annual Report 2016-17 shall be available on the Company's website, www.spllimited.com.
19. The Route Map to Country INN & Suites by Carlson, Chhartarpur Road, Satbari, New Delhi-110030 is enclosed herewith.

**By order of the Board
For SPL Industries Limited**

**Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007**

**Place: Faridabad
Date: August 16, 2017**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE.

ITEM NO. 4

The Board of Directors of the Company intends to raise such sum or sums of money from time to time as may be required for the purpose of the business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from "temporary loans" as explained in section 180(1)(c) of the Companies Act, 2013 obtained by the Company in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 100 Crore (Rupees One Hundred Crore only) over and above the aggregate paid up capital of the Company and its free reserve (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion.



However, as per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a Special Resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves.

Since funds are continuous requirement of an organization and capital is base component of any project, keeping in view of broad based operations of the Company, its enhanced capital requirement and for its operational efficiency, the Board recommends the resolution set forth in Item No. 4 for the approval of the Members as **Special Resolution**.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

ITEM NO. 5

The Register of Members and other Registers/ Returns under Section 94 of the Companies Act, 2013 is presently required to be maintained in the Registered Office. In terms of proviso to Section 94(1) and Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers/ Returns required to be maintained at the registered office can be maintained at any other place in India, in which more than one-tenth of total Members reside, if so authorised by way of a Special Resolution. It is proposed to maintain these registers at the Company's Corporate Office at Plot No. 21, Sector-6, Faridabad, Haryana since more than 10% of the Members reside in Faridabad which needs the approval of Members by way of Special Resolution.

Your Directors recommend Resolution at Item No. 5 as a **Special Resolution** for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

ITEM NO. 6

The Nomination and Remuneration Committee, in its meeting held on 16.08.2017 and the Board of Directors, in its meeting held on 16.08.2017, approved and recommended to shareholders for their approval, the payment of remuneration of Rs. 60,00,000/- per annum to Mr. Mukesh Kumar Aggarwal (holding DIN 00231651), the Managing Director of the Company for remainder of duration of his appointment as Managing Director up to May 15, 2021.

The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by the Managing Director of the Company. His efforts are instrumental in converting the Company's fortunes. With his vast experience in textile sector, the Board of Directors considered it to be desirable for approval of remuneration payable to him for his remaining tenure of appointment as Managing Director. Approval of the shareholders is sought for enhanced remuneration payable for the remaining period of existing appointment to Mr. Mukesh Kumar Aggarwal as Managing Director of the Company. Mr. Mukesh Kumar Aggarwal and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Mukesh Kumar Aggarwal under the resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members as **Ordinary Resolution**.

Except Sh. Mukesh Kumar Aggarwal, himself and his wife Mrs. Shashi Agarwal, Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 6 of the notice.

BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT AT 26th ANNUAL GENERAL MEETING

Name	Sh. Vijay Jindal Kumar
Date of Birth and Age	23.07.1957 60 years
Qualification	B. Tech (Mechanical Engineering)
Date of Appointment	01/01/2004
Remuneration	Nil
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during his tenure - 13 No. of Meetings attended - 13
Relationship with any other Director, Manager and other KMP of the Company	Cousin of Sh. Mukesh Kumar Aggarwal Brother in law of Smt. Shashi Agrawal
Number of shares held in the company	400900
Directorship in other companies	BDN Enterprises Private Limited
Chairman/Membership of committees* across all public companies	NIL

*Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee