



NOTICE

Notice is hereby given that the 30th ANNUAL GENERAL MEETING of the Members of SPL INDUSTRIES LIMITED ("the company") will be held on Wednesday, 29th September, 2021 at 10:00 a.m. through video conferencing (VC)/Other Audio-Visual means (OAVM) 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, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Vijay Kumar Jindal (DIN-00231517), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve appointment of M/s Raghu Nath Rai and Co., Chartered Accountants as the Statutory Auditors of the Company and to pass with or without modification, the following resolution as an Ordinary Resolution-

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Raghu Nath Rai & Co., Chartered Accountants (FRN-000451N) be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the company, at a remuneration to be fixed by Mr. Sanjay Gupta, Chief Financial Officer of the Company."

"RESOLVED FURTHER THAT the Board of Directors/ Audit Committee of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS-

4. To maintain 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 consider appointment of Mr. Sudeepta Ranjan Rout (DIN- 05106254) as an Independent Director of the Company 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 and rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sudeepta Ranjan Rout (DIN- 05106254), who was appointed by the Board of Directors as an Additional (Non-Executive) Director of the Company w.e.f. July 10, 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a Director of the Company and the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT the appointment of Mr. Sudeepta Ranjan Rout, who meets the criteria for independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from July 10, 2021, to July 09, 2026 be and is hereby approved."

6. To consider appointment of Mr. Varun Bansal (DIN- 09233433) as an Independent Director of the Company 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 and rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Varun Bansal (DIN- 09233433), who was appointed by the Board of Directors as an Additional (Non-Executive) Director of the Company w.e.f. July 10, 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a Director of the Company and the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.



“RESOLVED FURTHER THAT the appointment of Mr. Varun Basnal, who meets the criteria for independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from July 10, 2021, to July 09, 2026 be and is hereby approved.”

7. To consider appointment of Mr. Vikash Jalan (DIN- 09234205) as an Independent Director of the Company 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 and rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vikash Jalan (DIN- 09234205), who was appointed by the Board of Directors as an Additional (Non-Executive) Director of the Company w.e.f. July 10, 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a Director of the Company and the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the appointment of Mr. Vikash Jalan, who meets the criteria for independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from July 10, 2021, to July 09, 2026 be and is hereby approved.”

8. To consider re-appointment of Mr. Mukesh Kumar Aggarwal (DIN- 00231651) as the Managing Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution-

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and is hereby accorded to approve the re-appointment of Mr. Mukesh Kumar Aggarwal (DIN: 00231651) as the Managing Director (Key Managerial Personnel) of the Company, for a period of 5 (five) years beginning from May 15, 2021 to May 14, 2026 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on May 15, 2021, on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mukesh Kumar Aggarwal, subject to the same is not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any other statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board,
For, SPL Industries Limited

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

Place: Faridabad
Date: August 13, 2021

NOTES FOR E-AGM-

1. The relevant statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the “Act”), setting out the material facts and reasons, in respect of Item Nos. 4 to 8 of this Notice, is annexed herewith.
2. In view of the prevailing outbreak of COVID-19 pandemic and the restrictions imposed on gathering of people through social distancing norms, the Ministry of Corporate Affairs (“MCA”) vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020 and General Circular No. 02/2021 dated 13th January 2021 and Securities and Exchange Board of India vide Circular No. SEBI/ HO/ CFD /CMD1/ CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 (“the relevant Circulars”), has permitted companies to hold annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), during the calendar year 2021. In compliance with the relevant Circulars and other applicable provisions of the Act, the 30th Annual General Meeting of the Members of the Company (the “AGM”), is being conducted through VC.
3. The Company has appointed M/s KFin Technologies Private Limited (“KFIN”), Registrar and Share Transfer Agent of the Company, to provide the VC facility for conduct of the AGM.
4. In terms of the relevant Circulars, the Members are requested to take note of the following:
 - a) Notice convening the AGM of the Company, the Annual Report for the financial year 2020-21 and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) (“DPs”) / KFIN.



- b) Members holding shares of the Company in electronic form, can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN, by complying with the procedure given below:
- Visit the link-<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - Select the company name: SPL Industries Limited
 - Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (PAN).
 - In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - Enter the email address and mobile number.
 - System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
 - Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
 - In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
 - System will confirm the email address for the limited purpose of serving the Notice of the AGM, the Annual Report of the Company for the financial year 2020-21 and the e-voting instructions along with the User ID and Password.
- Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Notice of the AGM, the Annual Report of the Company for the financial year 2020-21 and the e-voting instructions along with the User ID and Password, through electronic mode.
- However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.
- In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 3094 001.
- c) The Notice of the AGM and the Annual Report for the financial year 2020-21 have also been uploaded on the websites of the Company (<https://www.spillimited.com/annual-reports.htm>), KFIN Technologies Private Limited (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the relevant Circulars.
- d) Since the AGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available and as such the Proxy Form and Attendance Slip are not annexed to this Notice.
- e) Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and e-voting through Instapoll during the AGM. Corporate Members intending to authorise their representatives to attend the AGM are requested to email the same to einward.ris@kfintech.com, along with certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the AGM, on their behalf.
- f) Attendance of Members at the AGM through VC, shall be counted for the purpose of reckoning the quorum, under the provisions of Section 103 of the Act read with the relevant Circulars.
5. With a view that Company's must conserve capital in an environment of heightened uncertainty caused by COVID-19 pandemic, the Board of Directors of the Company has not proposed any dividend for the financial year ended 31st March 2021.
6. Members holding shares in electronic form are requested to intimate all changes pertaining to their Company details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their DPs. Any changes effected by the DPs will be automatically reflected in the record maintained by the Depositories. Members holding shares in physical form are requested to notify changes to the said information to KFIN, by sending an email to einward.ris@kfintech.com or to cs@spillimited.com, quoting their Folio number(s) along with supporting documents.
7. SEBI vide its Circular dated 20th April 2018, has made it mandatory for the Company to collect copy of PAN and Company account details from persons holding securities in physical form. Accordingly, Members holding shares in physical form are requested to submit to KFIN, the said documents duly self-attested by them.



8. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (the “SEBI Listing Regulations”), securities of listed companies can be transferred only in dematerialized form, with effect from 1st April 2019, except in case of request received for transmission or transposition of securities held in physical form. In view of this and to eliminate all risks associated with physical shareholding, Members holding shares in physical form are requested to consider converting their physical holding in securities into electronic form.

9. **E-Voting:**

Login method for e-Voting : Applicable only for Individual shareholders holding securities in Demat

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi/ Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>

Individual Shareholders (holding securities in demat mode) login through their DP

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

10. Members holding shares either in physical form or dematerialised form, as on the cut-off date i.e. Wednesday, 22nd September, 2021, (including those Members who may not receive this Notice due to non-registration of their email address with KFIN or the DPs, as aforesaid) may cast their votes electronically, in respect of the Resolution(s) as set out in the Notice of the AGM through the remote e-voting or e-voting through Instapoll during the AGM.

11. E-Voting Instructions:

I. The instructions for e-voting, are as under

- a. Members shall use the following URL for remote e-voting (Other than Individual shareholders who holds shares in Electronic Mode): <https://evoting.kfintech.com>
- b. Members to enter the login credentials (i.e., User ID & Password) mentioned in the email, Folio No. / DP ID & Client ID will be the USER ID. Please note that the password is an initial password.
- c. Members holding shares either in physical form or in dematerialized form, as on the said cut-off date, may cast their vote electronically.
- d. After entering the said details, please click on LOGIN.
- e. Members will reach the password change menu wherein they are required to mandatorily change the 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 the Members to change the password and update any contact details like mobile number, email address etc., on first login. Members may also enter the secret question and answer of their choice to retrieve password in case they have forgotten it. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- f. Members will need to login again with the new credentials.
- g. On successful login, the system will prompt the Member to select the EVENT i.e., XYZ Limited.
- h. On the voting page, Members are requested to enter the number of shares held as on the said cut-off date under FOR/ AGAINST or alternately enter any number FOR and any number AGAINST and ensure that the total number of shares cast FOR/ AGAINST, does not exceed their total shareholding, as on the said cut-off date. Members may also choose the option ABSTAIN.
- i. Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
- j. Members may cast their vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once a Member confirms his vote, he will not be allowed to modify his vote subsequently. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- k. The Board of Directors of the Company have appointed Mrs. Anuradha Jain (ACS 8154 and CP No. 7363), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as Scrutinizer and Mr. Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, Delhi as an Alternate Scrutinizer, in absence of Mrs. Anuradha Jain, to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner
- l. Institutional Members (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 authorized signatory (ies) who are authorized to vote, to the scrutinizer and/or alternate scrutinizer through email to anuradha@companylawworld.com and/or sachinag1981@gmail.com resp. with a copy marked to evoting@kfintech.com, on or before Saturday, 25th September 2021.
- m. The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting	:	Sunday, 26th Sep 2021 (9:00 A.M.)
End of remote e-voting	:	Tuesday, 28th Sep 2021 (5:00 P.M.)

During this period, only those persons whose names appears in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as on the cut-off date i.e. Wednesday, 22nd September, 2021, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFIN after expiry of the said period.



- II. Those Members, who are present in the AGM through VC and have not cast their vote on the Resolution(s) as set out in the Notice of the AGM through remote e-voting and are otherwise not barred from doing so, shall be eligible to avail the facility of e-voting through Instapoll during the AGM, in accordance with the relevant Circulars read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, by following the procedure mentioned below:
 - a. The procedure for e-voting through Instapoll during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC.
 - b. The window for e-voting through Instapoll shall be activated upon instructions of the Chairman of the Meeting during the AGM.
 - c. E-voting through Insta poll during the AGM is integrated with the VC platform and hence no separate login is required for the same. Members will be required to click on the "Thumb (Icon to be put)" icon, to cast their vote through Insta poll during the AGM.
- III. Further, Members who have cast their vote through remote e-voting in respect of the Resolution(s) as set out in the Notice of the AGM, may attend the AGM, but shall not be entitled to cast their vote again during the AGM.
- IV. The Scrutinizer shall, immediately after conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting/e-voting through Insta poll during the AGM, in the presence of at least two witnesses not in employment of the Company and submit not later than 48 hours of the conclusion of the Meeting the Scrutinizer's Report in respect of the total votes cast in favour and against in respect of each of the Resolution(s) as set out in the Notice of the AGM, to the Chairman of the Board or to any one of the Directors duly authorized by the Board, in this regard, who shall countersign and declare the same.
- V. The Result(s) in respect of the Resolution(s) as set out in the Notice of the AGM, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges, not later than Friday, October 01, 2021 and will be uploaded on the website of the Company i.e. www.spllimited.com and of KFIN i.e. <https://evoting.kfintech.com>. The said Results will also be displayed at the Registered and Corporate Offices of the Company, in accordance with the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

12. Participation at AGM of the Company, Speaker Registration and Posting of queries:

1. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Wednesday, 22nd September, 2021 can attend the AGM through VC, by following the instructions, as mentioned below:
 - i. Click on the following URL: <https://emeetings.kfintech.com>
 - ii. Use the e-voting User ID and Password to login and select the 'EVENT', for the AGM of the Company.
 - iii. Members can join the AGM through VC from 10.00 a.m. onwards
2. Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:
 - (i) Click on the following URL: <https://emeetings.kfintech.com>
 - (ii) Use e-voting User ID and Password, to register as a 'Speaker'.
 - (iii) Only those Members holding shares either in physical form or in electronic form, as on the cut-off date of Wednesday, 22nd September, 2021, may register themselves as a 'Speaker' from Monday, 27th September, 2021 (9:00 A.M.) up to Tuesday, 28th September, 2021 (5:00 P.M.). This will enable KFIN to make requisite arrangements for the said Members to ask questions during the AGM through VC.
 - (iv) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.
 - (v) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Members who wish to post their queries may do so before the AGM, up to Tuesday, 21st September, 2021 (5.00 P.M.) by following the instructions, as mentioned below:
 - i. Click on the following URL:
<https://emeetings.kfintech.com>
 - ii. Use e-voting User ID and Password, to post queries.
4. Please note that Members who do not have e-voting User ID and Password or have forgotten the e-voting User ID and Password may retrieve the same by following the e-voting instructions mentioned at point no. 09 above.
5. In terms of the relevant Circulars, at-least 1,000 Members are allowed to register and participate at the AGM through VC, strictly on a first-come-first-serve basis. However, the said restriction is not applicable to large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.



6. Members can participate at the AGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
 7. Members who participate using their desktop/phone/laptop/tablet and are connected via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the said glitches.
 8. Further, Members will be required to allow access to the camera on their desktop/phone/laptop/tablet and are requested to use Internet service with a good connectivity, for smooth participation at the AGM.
13. In case Members have any queries or need any assistance on e-voting/participation at the AGM/ Speaker Registration process or for posting queries, may please write to KFIN at einward.ris@kfintech.com or evoting@kfintech.com or they may contact KFIN at toll free number: 1800 345 4001.
 14. All the documents referred to in this Notice and the Explanatory Statement setting out the material facts in respect of Item nos. 4 to 8 thereof and the Statutory Registers, will be made available for inspection by the Company and as such the Members are requested to send an email to cs@spllimited.com
 15. Since the AGM is being held through VC, the route map for the AGM venue, is not attached.
 16. Members may contact the Company or KFIN for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

SPL Industries Limited

Address: Plot No - 21, Sector - 6
Faridabad - 121006, Haryana

E-mail : cs@spllimited.com

Contact Person:

Mr. Ashish Yadav (Company Secretary)

KFin Technologies Private Limited

Unit: SPL Industries Limited
Selenium Tower B, Plot Nos. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad, Telangana - 500032
Toll Free No.1800 3094 001

Email: einward.ris@kfintech.com

Contact Person:

Shri Raj Kumar Kale, Asst. GM (RIS)

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 maintain limit of 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 Board of Directors of the Company had appointed Mr. Sudeepta Ranjan Rout as an Additional Director of the Company with effect from July 10, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sudeepta Ranjan Rout shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

A brief profile of Mr. Sudeepta Ranjan Rout, including nature of her expertise, is provided along with this Annual Report. The Company has received a declaration of independence from Mr. Sudeepta Ranjan Rout. In the opinion of the Board, Mr. Sudeepta Ranjan Rout fulfills the conditions specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.spllimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sudeepta Ranjan Rout, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the resolution set out at Item no. 5 for approval of the Members as Ordinary Resolution.

**Item No. 6**

The Board of Directors of the Company had appointed Mr. Varun Bansal as an Additional Director of the Company with effect from July 10, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Varun Bansal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

A brief profile of Mr. Varun Bansal, including nature of her expertise, is provided along with this Annual Report. The Company has received a declaration of independence from Mr. Varun Bansal. In the opinion of the Board, Mr. Varun Bansal fulfills the conditions specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.spllimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Varun Bansal, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the resolution set out at Item no. 6 for approval of the Members as Ordinary Resolution.

Item No. 7

The Board of Directors of the Company had appointed Mr. Vikash Jalan as an Additional Director of the Company with effect from July 10, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Vikash Jalan shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

A brief profile of Mr. Vikash Jalan, including nature of her expertise, is provided along with this Annual Report. The Company has received a declaration of independence from Mr. Vikash Jalan. In the opinion of the Board, Mr. Vikash Jalan fulfills the conditions specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.spllimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Vikash Jalan, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the resolution set out at Item no. 7 for approval of the Members as Ordinary Resolution.

Item No. 8

Mr. Mukesh Kumar Aggarwal was appointed as the Managing Director of the Company since May 16, 2016 for a period of 5 years and his tenure expired on May 15, 2021. In appreciation of significant contributions made by him in his continuing commendable leadership over the last five years and his rich and varied experience in the industry, Mr. Mukesh Kumar Aggarwal, Managing Director, pursuant to the provisions of Section 117(3), 170, 196, 197, 198, 203 and Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013 or any statutory amendments, modifications or re-enactments thereof made to the act, the Board has proposed in its meeting held on May 15, 2021 to re-appoint him as Managing Director of the Company, subject to approval of Shareholders in ensuing Annual General Meeting for a further period of 5 (Five) years with effect from May 15, 2021 to May 14, 2026 on the terms and conditions as follows:

A. Tenure:

The appointment of Mr. Mukesh Kumar Aggarwal as the Managing director shall be valid for a period of 5 years i.e. from May 15, 2021 to May 14, 2026.

B. Remuneration:

Salary: Rs. 30,00,000/- (say Rupees Thirty Lakhs) per month with the authority to the Board of Directors to determine any merit based increase from time to time within the limits of overall managerial remuneration.

Overall Remuneration: The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act both individually i.e. 5% and collectively all managerial personnel taken together i.e. 10% of net profit of the Company for a relevant financial year. In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of Companies Act, 2013.

C. Plans & Allowances:

Benefits Plan is a basket of various allowances/ reimbursements like Leave Travel Allowance, Telephone Allowance, Commutation Allowance and Company leased car & accommodation, etc. which one can plan as per the Company policy.

I. The Managing Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013 or any other statutory amendments, modifications or reenactments thereof made to the act:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c. Encashment of the leave at the end of the tenure.

II. Other terms:

- a. He shall be entitled to re-imburement of actual out-of-pocket expenses incurred in connection with the business of the Company.
- b. He shall be entitled to re-imburement of entertainment expenses incurred for the business of the Company



- c. As long as he functions as Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof. He shall be entitled to earned/privileged leave as per the rules of the Company.
- d. In the event of inadequacy or absence of profits in any financial year during the tenure of the Managing Director, he will be entitled to the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration, subject to the approval of the Central Government, if required, notwithstanding the fact that it may exceed the limits prescribed under Schedule V of the Companies Act, 2013 or he may be paid as per any statutory amendments, modifications or re-enactments thereof made to the act.
- e. Subject to the superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated to him from time to time.
- f. He shall be liable to retire by rotation.

Further, pursuant to the provisions of Sections 117(3), 197, 198, 201, 203 and Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 and as per any statutory amendments, modifications or re-enactments thereof made to the act, the said terms & conditions of remuneration are subject to the approval of competent authority, if any, and all other requisite approvals, as may be required in this regard shall be placed for the approval of the Shareholders in the Annual General Meeting.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members as Special Resolution

Except Mr. 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. 8 of the notice.

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT & RE-APPOINTMENT AT 30th AGM

[Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	Mr. Vijay Kumar Jindal
Date of Birth and Age	23-07-1957 and 64 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Marketing & Communications
Date of Appointment/ Re-Appointment	01-01-2004
Relationship with any other Director, Manager and other KMP of the Company	Not Applicable
Number of shares held in the company	4,00,900 equity shares
Chairman/Membership of committees* across all public companies	NIL
Skills and Capabilities	Mr. Vijay Kumar Jindal is a graduate in Bachelors of Technology from Thappar University, Patiala. He completed his graduation in the year 1978. He has a rich and versatile experience of 40 years in Textiles and Garment industry, with expertise in Marketing & Communications. At present Mr. Jindal is President of Garment Exporters and Manufacturers Association. He is also an Executive Member of Faridabad Industrial Association.

Name	Mr. Sudeepta Ranjan Rout
Date of Birth and Age	15-07-1978 and 43 Years
Nationality	Indian
Qualification	Post- Graduate
Expertise in specific functional area	Finance
Date of Appointment/ Re-Appointment	10-07-2021
Relationship with any other Director, Manager and other KMP of the Company	Mr. Sudeepta Ranjan Rout is not related to the company or any promoter/ promoter group or to the directors of the company.
Number of shares held in the company	NIL
Chairman/Membership of committees* across all public companies	NIL
Skills and Capabilities	Mr. Sudeepta Ranjan Rout is a commerce graduate from Utkal University, Odisha. He completed his graduation in B. Com in the year 1993. He further, completed his Post Graduation by studying MBA (Finance), which he graduated in the year 2010 from ICFAL, Dehradun. He has a rich and versatile experience of 25 years in Finance.



Name	Mr. Varun Bansal
Date of Birth and Age	08-10-1979 and 42 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Procurement of Chemicals & related products
Date of Appointment/ Re-Appointment	10-07-2021
Relationship with any other Director, Manager and other KMP of the Company	Mr. Varun Bansal is not related to the company or any promoter/promoter group or to the directors of the company.
Number of shares held in the company	NIL
Chairman/Membership of committees* across all public companies	NIL
Skills and Capabilities	Mr. Vaun Bansal is a commerce graduate from University of Delhi. He completed his graduation in B. Com in the year 2000. He has over 20 years of experience in Chemical business sector. His area of expertise is procurement of Chemical & related products.

Name	Mr. Vikash Jalan
Date of Birth and Age	09-05-1978 and 43 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Marketing and Communications
Date of Appointment/ Re-Appointment	10-07-2021
Relationship with any other Director, Manager and other KMP of the Company	Mr. Vikash Jalan is not related to the company or any promoter/promoter group or to the directors of the company.
Number of shares held in the company	NIL
Chairman/Membership of committees* across all public companies	NIL
Skills and Capabilities	Mr. Vikash Jalan is a commerce graduate from University of Delhi. He completed his graduation in B. Com in the year 1999. He has over 20 years of experience in business sectors namely Foods Grains and Dairy Products. His area of expertise is Marketing and Communication.

Name	Mr. Mukesh Kumar Aggarwal
Date of Birth and Age	03-07-1965 and 56 years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Production and Marketing
Date of Appointment/ Re-Appointment	01-01-2004
Relationship with any other Director, Manager and other KMP of the Company	Husband of Mrs. Shashi Agarwal, Director
Number of shares held in the company	58,02,821 equity shares
Chairman/Membership of committees* across all public companies	2
Skills and Capabilities	Mr. Mukesh Kumar Aggarwal is a commerce graduate from University of Delhi. He started his business carrier in the year 1986. He has over 35 years of rich and versatile experience in business sectors namely Textiles, Real Estate, Education, Steel Forging, and Pharmaceuticals. He has been associate with the Company from past 20 years and has pushed the company to the present limits. He has expertise in garment manufacturing and marketing.

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