

3<sup>rd</sup> September, 2024

<p>Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai 400051 <b>NSE Symbol: SPLIL</b></p>	<p>Listing Department <b>BSE Limited</b> Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 <b>Scrip Code: 532651</b></p>
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**Subject- Notice of 33<sup>rd</sup> Annual General Meeting of SPL Industries Limited**

**Reference- Reg. 30 of LODR' 2015 read with clause 12 of Part-A of Schedule III**

Dear Sir/Madam,

This is to inform that the 33<sup>rd</sup> Annual General Meeting (“AGM”) of SPL Industries Limited (the ‘Company’) will be held on Saturday, September 28<sup>th</sup>, 2024 at 11:00 AM (IST) through Video Conference/Other Audio Visual Means. The Notice of the 33<sup>rd</sup> Annual General Meeting of the Company is enclosed herewith.

Kindly take the same on records.

Truly yours,

For, **SPL Industries Limited**

Vishal  
Srivastava  
a

Digitally signed by Vishal Srivastava  
DN: c=IN, o=Personal, title=7658,  
pseudoym=20X3AL63FR0691EQ2CE8  
D59E98BCD39  
2.5.4.20=usd8dec19147e8a66f4bafdf  
c7ee165ef0a8b46d27b8b765a72416  
0827bc, postalCode=303012,  
st=Jharkhand,  
serialNumber=590320869EF7FA3024  
0F0684E402D402956605588484F5820  
78938517FFA1EC, cn=Vishal Srivastava  
Date: 202409.03 16:47:02 +05'30'

Vishal Srivastava  
(Company Secretary &  
Compliance Officer)



NOTICE

202, II<sup>nd</sup> Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji- 110019, Delhi  
CIN: L74899DL1991PLC062744

email: cs@spllimited.com | Website: www.spllimited.com

Notice is hereby given that the 33rd ANNUAL GENERAL MEETING of the Members of SPL INDUSTRIES LIMITED ("the company") will be held on Saturday, 28th September, 2024 at 11:00 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, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mrs. Shashi Aggarwal (DIN-06687549), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s Raghu Nath Rai and Co., Chartered Accountants (Firm Registration No. 000451N) as Statutory Auditors of the Company for the financial year 2024-25, who were appointed to hold office from the conclusion of the 30th Annual General Meeting upto to the conclusion of the 35th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Mr. Sanjay Gupta, Chief Financial Officer to fix their remuneration for the financial year 2024-25.

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 movable 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 take approval for Material Related Party Transaction and in this regard to consider, and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the applicable rules issued thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circulars SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 and other relevant circulars ("SEBI Circulars"), the Company's Policy on Related Party Transactions and based on recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s) / transaction(s) in the ordinary course of business, with Shivalik Prints Limited, for an amount not exceeding the aggregate 300,00,00,000 (Rupees Three Hundred Crores only); for a period upto next annual general meeting to be held in the year 2025 (not exceeding fifteen months), for a period not exceeding fifteen months, on such terms and conditions as may be considered appropriate by the Board;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred to it under this resolution to any of its committees or directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. To appoint Mrs. Shashi Agarwal as a Wholetime Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution -

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and in term of Regulation 17 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded for the appointment of Mrs. Shashi Agarwal (DIN-06687549) as Wholetime Director of the company for a period of 5 years beginning from the date of the approval of the members, liable to retire by rotation, on remuneration and terms & conditions as recommended by the Board of Directors and Nomination and Remuneration Committee of the Board, who was associated as Director of the company w.e.f September 12th, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Wholetime Director, be and is hereby appointed as Wholetime Director of the Company.



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.”

**7. To approve the remuneration of Mrs. Shashi Agarwal, Wholetime 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 Special 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 in term of Regulation 17 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of members of the company be and is hereby accorded to approve the remuneration of Mrs. Shashi Agarwal, Wholetime Director of the Company to Rs. 60,00,000/- (say Rupees Sixty Lakh) 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 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.”

**8. To appoint Mr. Vijay Kumar Jindal as a Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution -**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and in term of Regulation 17 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Kumar Jindal (DIN- 00231517), who was appointed as Wholetime Director w.e.f September 19, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

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

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

Place: Faridabad  
Date: August 28, 2024

**NOTES FOR E-AGM-**

1. The explanatory 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 relation to Special Business is annexed hereto. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / reappointment at the AGM, forms part of this Notice.
2. The Ministry of Corporate Affairs (“MCA”), Government of India, 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, General Circular No. 20/2021 dated December 8th, 2021, General Circular No. 2/2022 dated May 5th, 2022, General Circular No. 10/2022 dated December 28th, 2022 and General Circular No. 09/2023 dated September 25th, 2023 (“MCA Circulars”), 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13th, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5th, 2023 and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7th, 2023 and other applicable circulars (“SEBI Circulars”), has permitted companies to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and dispensed personal presence of the members at the AGM, whose AGMs are due in the Year 2024, to conduct their AGMs on or before 30th September, 2024. Accordingly in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the company has decided to convene the 33rd AGM through VC /



OAVM. Participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013

3. The Company has appointed M/s KFin Technologies Limited ("KFIN"), Registrar and Share Transfer Agent of the Company, to provide VC/OAVM facility for 33rd AGM of the company.
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 2023-24 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.

Members are requested to note that, our Registrar and Share Transfer Agents have launched a mobile application- KPRISM and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFINTECH. Check Dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM". Alternatively you can also scan the QR code given below and download the android application.



- 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 2023-24 and the e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to [einward.ris@kfintech.com](mailto: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 2023-24 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](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFIN at toll free number: 1-800-309-4001.

- c) In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company's website at <https://www.spllimited.com/annual-reports.htm>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of the e-voting agency- KFin Technologies Limited at <https://evoting.kfintech.com/>

However, the Company shall send a hard copy of the Annual Report 2023-24 to those Members who request for the same. Members who require a hard copy of the Annual Report may send their requests to the E-mail ID: [cs@spllimited.com](mailto:cs@spllimited.com)



- d) Since the 33rd AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, where physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Act will not be available for this AGM. Hence, the Proxy Form, Attendance Slip and Route Map 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. Institutional/ Corporate Members intending to authorise their representatives to attend the AGM are requested to email the same to the scrutinizer by email at [asacs2022@gmail.com](mailto:asacs2022@gmail.com) through its registered email address with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com), along with certified true copy of the Board Resolution or Power of Attorney, authorizing its representative to attend and vote at the AGM, on their behalf.
- f) Attendance of Members at the AGM through VC/OAVM 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. In case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names in the Register of Members will be entitled to vote.
6. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
7. Members holding shares in electronic form are requested to intimate all changes pertaining to their Company details, ECS mandates, email addresses, bank account detail, mobile number, 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 our RTA i.e. KFin Technologies Limited (Unit: SPL Industries Limited), by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to [cs@splimited.com](mailto:cs@splimited.com), quoting their Folio number(s) along with supporting documents. Relevant forms (Form No. ISR-1) is available on the company's website at [www.splimited.com](http://www.splimited.com) and on RTA's website at <https://ris.kfintech.com/clientservices/isc/default.aspx> to enable members to make such requests.
8. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession to the earlier SEBI Circulars i.e. Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, in case any of the above cited documents/ details are not available in the Folio(s) on or after October 01, 2023, RTA shall be constrained to freeze such Folio(s). Further, SEBI has also mandated linking PAN with Aadhaar. The Central Board of Direct Taxes (CBDT) had extended the date for linking of PAN with Aadhaar to June 30, 2023. Further, the folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date, shall also be frozen. The requirement of existing investors to link their PAN with their Aadhaar number is not applicable for Non-Resident Indians (NRI), Overseas Citizens of India (OCI) unless the same is specifically mandated by CBDT, Ministry of Finance / any other Competent Government authority. Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the aforesaid SEBI circulars. Relevant details and forms prescribed by SEBI in this regard are made available on [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) and on company's website i.e. [www.splimited.com](http://www.splimited.com). The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
9. SEBI vide its Circular No SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated that the Members (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number; Bank Account Details and signature) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, Members are requested to refer to and follow the process detailed in the said circular to update KYC details.
- However, SEBI vide its Circular No. SEBI/HO/MIRSD/POD1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
- In compliance with the above SEBI Circular, the Company has disseminated the requirements to be complied with by holders of physical securities on its website [www.splimited.com](http://www.splimited.com). The Company has also directly intimated its security holders about folios which are incomplete with regard to details required under para 4 of this circular on or before the given timeline.
10. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details, respectively, in all correspondences, including dividend matters to the RTA i.e. KFin Technologies Limited (Unit: SPL Industries Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or the Secretarial Department of the Company.
11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/ CIR/2023/135 dated August 4, 2023, read with, Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market



Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>

12. In the line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and other correspondence through electronic mode. Hence, members who have not registered their email IDs so far, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at [evoting@kfintech.com](mailto:evoting@kfintech.com) or [cs@splimited.com](mailto:cs@splimited.com) for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company. The company is concerned about the environment and utilizes natural resources in a sustainable way.
13. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligations Disclosures Requirement) Regulation, 2015 ("SEBI Listing Regulations"), companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail IDs either with the Company or with the Depository Participants.
14. Dispatch of Annual Report through electronic mode: In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020 and May 13, 2022 read with January 05, 2023 and October 7th, 2023, Notice of the AGM along with the Annual Report for FY 2023-24, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
15. Members may note that the Notice of the AGM and Integrated Annual Report 2023-24 will also be available on the Company's website [www.splimited.com](http://www.splimited.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>.
16. Mandatory PAN Submission: The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
17. 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 only be transferred only in dematerialized form, with effect from 1st April 2019. SEBI vide its notification dated January 24, 2022 further notified that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
18. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director(s) seeking re-appointment at the AGM is furnished as annexure to this Notice. The Director(s) has furnished consent/declarations for his re-appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR -4, the format of which is available on the Company's website at [www.splimited.com](http://www.splimited.com) and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at <https://ris.kfintech.com/default.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
20. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.
21. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
22. **E-Voting:**

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

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide the facility of remote e-voting to all the Members through KFin Technologies Limited ('KFintech') on all resolutions set forth in this AGM Notice, as per applicable Regulations relating to e-voting. 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.



Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again at the meeting.

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

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></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><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1.</p> <p><b>3. By visiting the e-Voting website of NSDL</b></p> <p>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></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><b>1. Existing user who have opted for Easi/ Easiest</b></p> <p>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></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><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Post registration is completed, follow steps given in point 1.</p> <p><b>3. By visiting the e-Voting website of CDSL</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No. .</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP i.e. Kfintech where the e- Voting is in progress.</p> <p>V. Click on the company name and you will be redirected to Kfintech e-voting website for casting your vote during the remote e-voting period.</p>

**Individual Shareholders (holding securities in demat mode) login through their depository participants**

1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
2. Once logged-in, you will be able to see e-Voting option.
3. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.
4. Click on options available against company name or e-Voting service provider- Kfintech and you will be redirected to e-Voting service provider website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.



**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 websites.**

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

23. **Members holding shares either in physical form or dematerialised form, as on the cut-off date i.e. Saturday, 21st September, 2024, (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.**

**24. E-Voting Instructions:**

1. 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). In case of physical folio, USER ID will be EVEN (E-voting Event Number) followed by folio number. However, if you are already registered for e-voting, you can use your existing USER ID and password for casting the vote.
  - 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 (@, #, \$ etc.). **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 you forget 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 EVEN i.e., SPL Industries Limited and click on "Submit".
  - 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. **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.**
  - k. Members may cast their vote by selecting an appropriate option and click on "Submit".
  - l. **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).**
  - m. **Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF 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 [asacs2022@gmail.com](mailto:asacs2022@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [cs@spllimited.com](mailto:cs@spllimited.com), on or before Saturday, 24th September 2024.**
  - n. The remote e-voting facility shall be available during the following period:  
**Commencement of remote e-voting: Tuesday, 24th September 2024 (10:00 A.M.)**  
**End of remote e-voting : Friday, 27th September 2024 (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. Saturday, 21st September, 2024, 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.**

2. **Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report,**





Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend:

Type of Holder	Process to be followed	
<b>Physical</b>	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, <b>KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: SPL Industries Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032</b>	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	<b>For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014</b>	Form SH-13
	Declaration to opt out	Form ISR-3
	<b>Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee</b>	Form SH-14
	<b>Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form</b>	Form ISR-4
<b>Demat</b>	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

**Voting at the Annual General Meeting:**

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.**

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.

The Board of Directors of the Company has appointed Mr. Sachin Agarwal (Membership No- F5774, COP No.-5910), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as Scrutinizer and Ms. Shweta Jain (Membership No.- F7152, COP No.-27503), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as an Alternate Scrutinizer, in absence of Mr. Sachin Agarwal, to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner

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 the report of votes cast in favour or against, if any, in respect of each of the Resolution(s) as set out in the Notice of the AGM, within stipulated timelines from the conclusion of the voting 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.

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 i.e. BSE Limited and National Stock Exchange of India Limited and will be uploaded on the website of the Company i.e. www.spllimited.com and of KFIN i.e. <https://evoting.kfintech.com> immediately after the result declared by the chairperson or any other person authorised by the chairperson. 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.

**25. 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. Saturday, September 21, 2024 can attend the AGM through VC, by following the instructions, as mentioned below:
  - a) Click on the following URL: <https://emeetings.kfintech.com>
  - b) Use the e-voting User ID and Password to login and select the EVENT and the Name of the company, for the AGM of the Company.



c) Members can join the AGM through VC from 11.00 a.m. onwards

2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the e-Voting instructions mentioned in the notice mentioned at point no. 24 above.

**Speaker Registration**

3. 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 Saturday, September 21, 2024, may register themselves as a 'Speaker' from Tuesday, 24th September, 2024 (10:00 A.M.) up to Wednesday, 25th September, 2024 (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.

**Questions and Queries**

4. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to write your queries in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. Please note that, members' questions will be answered, only if the shareholder continues to hold the shares as on the cut-off date i.e. Saturday, September 21, 2024. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
5. In terms of the relevant Circulars, at-least 1,000 Members are allowed to register and participate at the AGM through VC/OAVM, strictly on a first-come-first-serve basis. However, the said restriction is not applicable to Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the Schedule time of the meeting.
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.
26. 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](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or they may contact KFIN at toll free number: 1800 309 4001.
27. 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 in electronic mode from the date of circulation of this Notice up to the date of AGM and as such the Members are requested to send an email to [cs@spllimited.com](mailto:cs@spllimited.com).
28. Since the AGM is being held through VC/OAVM, the route map for the AGM venue, is not attached.
29. Members who may require any technical assistance or support before or during the AGM are requested to contact the Company or KFin Technologies Limited at the following address:

**SPL Industries Limited**

Email: [cs@spllimited.com](mailto:cs@spllimited.com)

**Contact Person:**

Mr. Vishal Srivastava (Company Secretary)

**KFin Technologies Limited**

Unit: SPL Industries Limited

Selenium Tower B, Plot No. 31 & 32

Financial District, Nanakramguda

Serilingampally Mandal, Hyderabad-500032,

Telangana.

Toll Free No.1-800 309-4001

Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/

[evoting@kfintech.com](mailto:evoting@kfintech.com)

Website: <https://www.kfintech.com> and / or <https://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**

As per the provisions of Section 188 of the Companies Act, 2013 (‘Act’), transactions entered with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the requirement of obtaining prior approval of shareholders.

Pursuant to the provisions of sub-regulation (4) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), with effect from April 1, 2022, all ‘material’ Related Party Transactions shall require prior approval of the shareholders through resolution. For this purpose, a transaction with a related party shall be considered ‘material’, if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 stipulated that the shareholders’ approval of omnibus related party transactions approved in an annual general meeting shall be valid upto the date of the next annual general meeting for a period not exceeding fifteen months.

The Company do enter into contract(s)/ arrangement(s) / transaction(s) in the ordinary course of business with Shivalik Prints Limited for sale and purchase, supply of service like Water charges, Power Charges, Sale of Steam, Sale of Services Waste Treatment, Sales of Dyes & Chemicals and others.

Details of Material Related Party Transactions are as follows:

S. No.	Particulars	Details
1	Name of the Related Party	Shivalik Prints Limited
2	Nature of Relationship with the Company	The entity falling in promoter or promoter group.
3	Type, material terms and particulars of the proposed transaction	Sale and Purchase, supply of service like Water charges, Power Charges, Sale of Steam, Sale of Services Waste Treatment, Sales of Dyes & Chemicals and others.
4	Tenure of the proposed transaction	As per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 i.e. upto the date of the next annual general meeting for a period not exceeding fifteen months
5	Value of the proposed Transaction	300 Crore (Three Hundred Crore)
6	Percentage of the Company’s annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	151%
7	(a) Details of the source of funds in connection with the proposed transaction	Not Applicable
	(b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
	(c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable



S. No.	Particulars	Details
	(d) Purpose for which funds will be utilised	Ordinary Course of Business
8	<b>Justification as to why the RPT is in the interest of the Company</b>	Ordinary Course of Business
9	Details about valuation, arm's length and ordinary course of business	Ordinary course of business
10	Valuation and other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the shareholders to take an informed decision	Nil

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in Item No. 5.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

**Item No. 6**

**The Nomination and Remuneration Committee, in its meeting held on 28.08.2024 and the Board of Directors, in its meeting held on 28.08.2024, approved and recommended to shareholders for their approval, appointment of Mrs. Shashi Agarwal as the Wholetime Director of the company beginning from the date of the approval of the members in general meeting for a period of 5 years. The appointment was approved by the Board based on experience, achievements and work responsibilities being handled by Mrs. Shashi Agarwal as the Director of the Company. Her 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 to approve the recommendation of her appointment as Wholetime Director. Approval of the shareholders is sought for of her appointment as Wholetime Director for a period of 5 years beginning from the date of approval of members of the company i.e. 28.09.2024.**

Mrs. Shashi Agarwal and her relatives shall be deemed to be concerned or interested in the resolution to the extent of appointment as the Wholetime Director. The Board recommends the resolution set forth in Item No. 6 along with the Annexure- A for the approval of the Members as Ordinary Resolution.

Except Mrs. Shashi Aggarwal, herself, Mr. Mukesh Kumar Aggarwal, her husband being the Managing 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.

**Item No. 7**

**The Nomination and Remuneration Committee, in its meeting held on 28.08.2024 and the Board of Directors, in its meeting held on 28.08.2024, approved and recommended to shareholders for their approval, the payment of remuneration of Rs. 60,00,000/- (say Rupees Sixty Lakhs) per annum to Mrs. Shashi Agarwal (holding DIN 06687549), in capacity of Wholetime Director of the Company. The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by Mrs. Shashi Agarwal. Her efforts are instrumental in converting the Company's fortunes. With her vast experience in textile sector, the Board of Directors considered it to be desirable for approval of remuneration payable to her for term of her appointment as Wholetime Director. Approval of the shareholders is sought for the remuneration payable to her for her tenure as Wholetime Director of the Company. Mrs. Shashi Agarwal and her relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mrs. Shashi Agarwal under the resolution. The Board recommends the resolution set forth in Item No. 7 for the approval of the Members as Special Resolution.**

Except Mrs. Shashi Agarwal, herself and her husband Mr. Mukesh Kumar Aggarwal, Managing 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. 7 of the notice.

**Item No. 8**

**The Nomination and Remuneration Committee, in its meeting held on 28.08.2024 and the Board of Directors, in its meeting held on 28.08.2024, approved and recommended to shareholders for their approval, appointment of Mr. Vijay Kumar Jindal as a Director of the company beginning from the date of the approval of the members in general meeting. The appointment was approved by the Board based on experience, achievements and work responsibilities being handled by Mr. Vijay Kumar Jindal as Wholetime Director of the Company.**

Approval of the shareholders is sought for of his appointment as a Director of the company beginning from the date of approval of members of the company i.e. 28.09.2024.

Mr. Vijay Kumar Jindal and his relatives shall be deemed to be concerned or interested in the resolution to the extent of appointment as a Director. The Board recommends the resolution set forth in Item No. 8 for the approval of the Members as Ordinary Resolution.

Except Mr. Vijay Kumar Jindal, himself, 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.


**Annexure- A to the Explanatory Statement for the Resolution No- 6**
**(I) Tenure**

The appointment of Mrs. Shashi Agarwal as the Wholtime director shall be valid for a period of 5 years beginning from the date of the approval of the members in general meeting.

**(II) Remuneration**

**Salary:** Rs. 60,00,000/- (Rupees Sixty Lakh) per annum 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. 11% of net profit of the Company for a relevant financial year, considering the applicable provisions of Section 196, 197 of Companies Act, 2013.

In the event of loss or inadequacy of profit in any financial year during the 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.

**(III) 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.

A. The Wholtime 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 re-enactments 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.

B. Other terms:

1. She shall be entitled to re-imburement of actual out-of-pocket expenses incurred in connection with the business of the Company.
2. She shall be entitled to re-imburement of entertainment expenses incurred for the business of the Company.
3. **In the event of inadequacy or absence of profits in any financial year during the tenure of the Wholtime Director, she 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 she may be paid as per any statutory amendments, modifications or re-enactments thereof made to the act.**
4. Subject to the superintendence, control and direction of the Board of Directors of the Company, she shall perform such duties and functions as would be commensurate with her position as Wholtime Director of the Company and as may be delegated to her from time to time.
5. She shall be liable to retire by rotation.

**C. Confidential Information**

1. During your employment with the Company you will devote your whole time, attention and skill to the best of your ability for its business.
2. **You must always maintain the highest degree of confidentiality and keep as confidential the records, documents and other Confidential Information relating to the business of the Company which may be known to you or confided in you by any means and you will use such records, documents and information only in a duly authorized manner in the interest of the Company. For the purposes of this clause 'Confidential Information' means information about the Company's business and that of its customers which is not available to the general public and which may be learnt by you in the course of your employment. This includes, but is not limited to, information relating to the organization, its customer lists, employment policies, personnel, and information about the Company's products, processes including ideas, concepts, projections, technology, manuals, drawing, designs, specifications, and all papers, resumes, records and other documents containing such Confidential Information.**
3. **At no time, will you remove any Confidential Information from the office without permission.**
4. **Your duty to safeguard and not disclose Confidential Information will survive the expiration or termination of this Agreement and/or your employment with the Company.**
5. Breach of the conditions of this clause will render you liable to summary dismissal under clause above in addition to any other remedy the Company may have against you in law.



**D. Notices**

1. Notices may be given by you to the Company at its registered office or corporate office address. Notices may be given by the Company to you at the address intimated by you in the official records.

**E. Applicability of Company Policy**

1. The Company shall be entitled to make policy declarations from time to time pertaining to matters like leave entitlement, maternity leave, employees' benefits, working hours, transfer policies, etc., and may alter the same from time to time at its sole discretion. All such policy decisions of the Company shall be binding on you and shall override this Agreement to that extent.

**F. Governing Law/Jurisdiction**

1. Your employment with the Company is subject to Indian laws. All disputes shall be subject to the jurisdiction of Faridabad, Haryana only.

**BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT & RE-APPOINTMENT AT 33<sup>RD</sup> 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]

**Brief Profile of Mrs. Shashi Agarwal**

Mrs. Shashi Agarwal aged about 60 years (24-09-1963) is an accomplished business leader with multi-faceted experience, passion for excellence, and a proven ability to drive growth at scale. She has business experience of more than 20 years. She has been instrumental in making SPL as growing industry in textile.

Mrs. Agarwal was appointed as Non-Executive Director with effect from 12-09-2013. Her role was transitioned to Wholtime Director (Executive) of the Company with effect from the date of approval of the members of the company.

**Other Details-**

Name	Mrs. Shashi Agarwal
Date of Birth and Age	24-09-1963 and 60 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Designing
Date of Appointment	12-09-2013
Relationship with any other Director, Manager and other KMP of the Company	Not Applicable
Remuneration	NIL
Number of shares held in the company	14,75,719 equity shares
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during her tenure - 4 No. of Meetings attended - 4
Relationship with any other Director, Manager and other KMP of the Company	Wife of Mr. Mukesh Kumar Aggarwal Sister in Law of Mr. Vijay Kumar Jindal
Directorship in other companies	NIL
Chairman/membership of Committee* across all public companies	NIL

**Brief Profile of Mr. Vijay Kumar Jindal**

Mr. Vijay Kumar Jindal aged about 67 years (23-07-1957) is an accomplished business leader with multi-faceted experience, passion for excellence, and a proven ability to drive growth at scale. He has business experience in Marketing & Communications, which is deriving the company to the next level and strive to capture the market in textile. Having good exposure in textile market, Mr. Jindal helped the company to achieve the position in market.

Mr. Jindal was appointed as Wholtime Director (Executive) of the company with effect from w.e.f September 19, 2020. His role was transitioned to Non-Executive Director of the Company with effect from the date of approval of the members of the company.

**Other Details-**

<b>Name</b>	Mr. Vijay Kumar Jindal
<b>Date of Birth and Age</b>	23-07-1957 and 67 Years
<b>Nationality</b>	Indian
<b>Qualification</b>	Graduate
<b>Expertise in specific functional area</b>	Marketing & Communications
<b>Date of Appointment</b>	01-01-2004
<b>Relationship with any other Director, Manager and other KMP of the Company</b>	Not Applicable
<b>Remuneration</b>	96,00,000 P.A.
<b>Number of shares held in the company</b>	5,52,659 equity shares
<b>Number of Meetings of the Board held during the year and number of Board Meetings attended</b>	No. of Meeting during the year - 4 No. of Meetings attended - 4
<b>Relationship with any other Director, Manager and other KMP of the Company</b>	Not Applicable
<b>Directorship in other listed companies</b>	Nil
<b>Chairman/membership of Committee* across all public companies</b>	Nil

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