



Regd. Office : S.F. No. 74/12 & 75/3, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402

CIN : L17111TZ1994PLC004797 Phone : 0422 - 2454415, 2454416, 2454417

E-mail : info@salonagroup.com

Web : www.salonacotspin.com

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## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of the members of the Company will be held on Monday, the 24th September 2018 at 10.00 AM at the Registered Office of the Company at S.F.No.74/12 and 75/3 Sathy Road, Pungampalli Village, Sathyamangalam - 638 402 Erode District, Tamil Nadu to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Accounts together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2018.
2. To Declare a Dividend
3. To Appoint a Director in the place of Sri ArunkumarJhajharia(DIN:00003086) who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **4. SPECIAL RESOLUTION**

**To consider and, if thought fit, to pass, with or without modifications, the following Resolution as special Resolution**

**RESOLVED THAT** Sri. ArunKumarJhajharia having DIN: 00003086, who was appointed as an additional director by the Board of Directors of the company pursuant to Section 161 of the Companies Act, 2013 with effect from 12th February 2018 and he will holds office only upto the date of this ensuing Annual General Meeting be and is hereby appointed as director of the company on such terms and conditions including the payment of following remuneration during tenure of his office.

1. Salary: Rs.1,00,000 (Rupees One Lakh only) per month to be paid subject to deduction of tax at source.
2. Perquisites:-
  - (i) Gratuity computed at the rate of one half month salary for each year of completed service, payable at the expiry of contracted period of service or extended period of service.

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- (ii) Medical Benefit Reimbursement for amount actually incurred including payment of mediclaim premium, subject to a ceiling of one month salary per year or three months salary in a block of three years.
- (iii) Leave Travel Concession For travel on Annual leave, for self and his family (which includes dependent children).
- (iv) Provision of Car owned and/or maintained by the Company, both for official and personal use.
- (v) Reimbursement of medical expenses for treatment as inpatient, for self and dependent family members.
- (vi) To grant special allowance in cash, for an amount representing the difference between annual salary and the aggregate value of perquisites availed as per sub clause No. (i) to (v), which will be paid subject to deduction of tax at source.
3. The aggregate of monthly salary and perquisites shall not exceed the limit of Rs.2,50,000 prescribed u/s. 188 of the Companies Act 2013.
5. **To continue the appointment of the Statutory auditor without ratification at every Annual General Meeting and in this regard pass the following resolution as an Ordinary Resolution:-**  
**RESOLVED THAT**, in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 27th September 2017 and in accordance with the amended Section 139 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014 including any statutory enactments or modifications thereof, the approval of the Members be and is hereby accorded to continue the appointment of M/s. Gopalaiyer and Subramanian, Chartered Accountants, Coimbatore (Firm Registration No. 000960S), at such remuneration as may be decided by the Board of Directors as per the recommendations of the Audit Committee, to hold office till the conclusion of the Annual General Meeting to be held in the year 2022 and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.
6. **To consider, and if thought fit, to pass with or without modification the following resolution as an Ordinary resolution:**  
**RESOLVED THAT** pursuant to Section 148 of the Companies Act 2013, and Companies (Audit and Auditors) Rules 2014, as amended from time to time, appointment made by the Board of Directors of the Company on the recommendation of the Audit Committee, of Sri B. Venkateswar, Cost Accountant, Coimbatore as Cost Auditor for conducting the audit of the Cost records of the Company for the financial year 2018-19 and remuneration plus taxes as applicable and reimbursement of out of pocket expenses for the financial year ending 31st March 2019, be and is hereby ratified and confirmed.

**By order of the Board**

Place : Coimbatore  
Date : 21<sup>st</sup> May, 2018

(Sd/-)  
**K.B. Sajith**  
**Company Secretary**  
**ACS No: 35602**

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**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 18.09.2018 to 24.09.2018(both days inclusive) in connection with the Annual General Meeting.
4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories. NECS Form is attached to the Notice to the Members for providing details, if not provided.
5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market; Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts; Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/the Company.
6. The Ministry of Corporate Affairs (MCA) on May10, 2012 notified the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules 2012 (IEPF Rules) which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2010-11, as on the date of the 17th Annual General Meeting (AGM) held on 08thSeptember 2011 on the website of the IEPF vizwww.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.salonacotspin.com
7. The relevant details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the Annual Report 2018 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2018 is being sent in the permitted mode. Positive consent letter is attached to the Notice to the Members for giving consent to receive documents in electronic mode.

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9. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report 2018 will also be available on the Company's website [www.salonacotspin.com](http://www.salonacotspin.com) for download. The Physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id [info@salonagroup.com](mailto:info@salonagroup.com).
11. Voting through electronic means
- Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the companies (Management and Administration ) Rules 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL)
12. Sri.B. Krishnamoorthi F.C.A., Practicing Chartered Accountant (Membership No.20439) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 19<sup>th</sup> September, 2018 at 9.00 AM and ends on 23<sup>rd</sup> September 2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN relevant to "SALONA COTSPIN LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

14. In case of members receiving the physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b) The voting will be available from 19th September 2018, 9.00 A.M. to 23rd September, 2018, 5:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in the dematerialized form, as on 17th September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)

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15. In case of members desiring to exercise vote by Ballot:
- a) A Member desiring to exercise vote by Ballot should complete the Ballot Form and send it to the Scrutinizer. Members are requested to read the instructions contained on the reverse of the Ballot Form and follow the same.
  - b) As the Company, being a Listed Company and having more than 1000 Shareholders, is compulsorily required to provide e-voting facility to its members in terms of Section 108 of the Companies Act, 2013 read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 24th Annual General Meeting in view of provisions of Sec 107 read with Sec 114 of the said Act. Hence the items of Business given in this notice are proposed to be transacted through electronic voting/poll. The voting rights are available to the members who are the members as on 17th September, 2018 (cutoff date for the purpose of exercising voting rights).
  - c) In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by Ballot form shall complete the enclosed Ballot Form with assent (for) or dissent (against) and sent it to Sri. B. Krishnamurthy, Practicing Chartered Accountant (Membership No. 20439) Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore 641 006, so as to reach him on or before 23rd September 2018. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
16. Kindly note that members can opt for only one mode of voting i.e., either by physical ballot or through e-voting. If members are opting for e-voting then do not vote by Physical Ballot or vice versa. However, in case of Members casting their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make not later than three days of the conclusion of the meeting, a consolidated scrutinizer report of the total votes cast in favour or against, if any to the Chairman of the Company.
18. The Results will be declared along with the Scrutinizer's Report and placed on the Company's website [www.salonacotspin.com](http://www.salonacotspin.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M to 5.00 P.M.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
20. The Route Map to the Venue of the Annual General Meeting is attached to the Proxy Form / Attendance Slip.

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

### **Item No. 4**

Sri. Arun Kumar Jhajharia (DIN 00003086) was appointed as an Additional Director of the Company with effect from 12th February 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Sri. Arun Kumar Jhajharia holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing, proposing his candidature for the office of Director.

The Board recommends the passing of the Special Resolution as set out in the Item no. 4 of the Notice for the appointment of Sri. Arun Kumar Jhajharia as a Director, liable to retire by rotation. A statement containing his profile is given as per Annexure

Sri Shyamlal Agarwala, Managing Director and Sri Manoj Kumar Jhajharia Joint Managing Director of the Company as relatives of the appointee are interested in this resolution.

### **Item No. 6**

The Board, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration to Sri B. Venkateswar, Cost Accountant, Coimbatore, the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March 2019.

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item no.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2019.

None of the Directors, Key Personnel or their relatives are in any concerned or interested in this resolution.

**By order of the Board**

**K.B. Sajith**  
**Company Secretary**  
ACS No: 35602

Place : Coimbatore  
Date : 21<sup>st</sup> May, 2018



## ANNEXURE TO THE NOTICE

### RE-APPOINTMENT OF DIRECTORS

A brief resume in respect of Director seeking reappointment is given below in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 .

1	Name	<b>ARUN KUMAR JHAJHARIA</b>
2	Date of Birth & Age	30/06/1972, 46 Years
3	DIN	00003086
4	Date of Appointment	12/02/2018
5	Qualification	B. Com.,
6	Experience	Sri Arun Kumar Jhajharia has about two decades of experience in the fields of Textile, finance and administration.
7	Other Directorships	SRI SADHYAA EXPORTS PRIVATE LIMITED SHRISTI COTSPINN PRIVATE LIMITED
8	Member of Committee	NIL
9	Member of Committee in Other Public Limited Companies	NIL
10	Number of Shares held in the Company	311671 equity shares of Rs. 10/- each
11	Board Position Held	Director (Non-Executive, Non-Independent)
12	Terms and conditions of appointment/reappointment	Subject to Shareholders' approval to be re appointed as Director (Non-Executive, Non independent). He is liable to retire by rotation.
13	Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report
14	Relationship with other Directors	Son of Managing Director and brother of Joint Managing Director

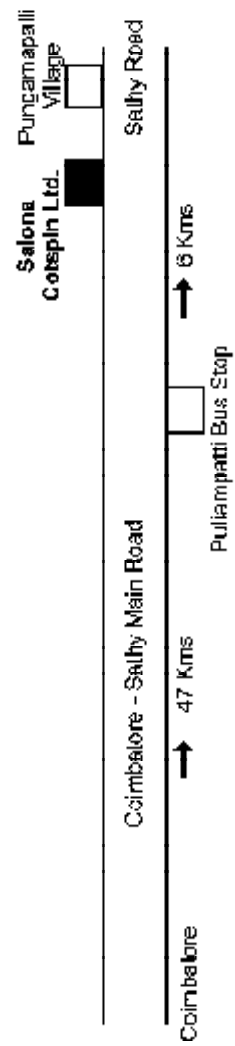
**By order of the Board**

**K.B. Sajith**  
**Company Secretary**  
ACS No: 35602

Place : Coimbatore

Date : 21<sup>st</sup> May, 2018

## ROUTE MAP TO AGM HALL





Regd. Office : S.F. No. 74/12 & 75/3, Sathy Road, Pungamapalli Village, Sathyamangalam - 638402  
CIN : L17111TZ1994PLC004797 Phone : 0422-2454415, 2454416, 2454417

E-mail : info@salonagroup.com

Web : www.salonacotspin.com

Dear shareholders

Sub: Service of Documents through Electronic Mode

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Shareholders for depositing dividends, Dividends will be credited to the Members bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors.

Accordingly, Shareholders holding shares in Physical form may kindly arrange to forward the appended NECS form duly completed and signed to our Registrar and Share Transfer Agent for necessary action. Shareholders holding shares in DEMAT/ELECTRONIC form may kindly arrange to update their bank particulars with their respective Depository Participants.

Thanking You

Yours Sincerely

For SALONA COTSPIN LIMITED

K.B. Sajith

Company Secretary

**NATIONAL ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)**

To

**MANDATE FORM**

**SALONA COTSPIN LIMITED**

Register Office: SF No. 74/12 & 75/3, Sathy Road

Pungampalli Village, Sathyamangalam - 638 402

Phone: 0422 - 2454415/16/17

Dear Sir

Sub: Change in mode of payments to NECS

I/we hereby consent to have the amount of dividend on my/ our equity shares credited through National Electronic Clearing Service (NECS) particulars are as under

1. Folio Number : .....
2. Shareholders Name : .....
3. Address : .....
4. Particulars of the Bank : .....
  - i) Name of the Bank / Branch and address :
  - ii) 9 Digit Code No. of the Bank and Branch .....
  - Tel No. .... ( Please attach a photocopy/cancelled cheque issued by your bank)
  - iii) Account No. .... Account type: S.B./Current / Cash Credit
  - iv) Date from which mandate should be effective .....

I/we hereby declare that particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold Company / Registrar and Share Transfer Agent of the Company responsible. I also undertake to advise any change in the particular of my account of facilitate updation of records for purpose of credit of dividend amount through NECS.

Signature of the Shareholders





Salona  
Cotspin  
LIMITED

Regd. Office : S.F. No. 74/12 & 75/3, Sathy Road, Pungamapalli Village, Sathyamangalam - 638402

CIN : L17111TZ1994PLC004797 Phone : 0422-2454415, 2454416, 2454417

E-mail : info@salonagroup.com

Web : www.salonacotspin.com

### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint Shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDERS :

I hereby record my presence at the 24<sup>th</sup> Annual General Meeting of the Company held on Monday, September 24<sup>th</sup>, 2018 at 10.00 A.M. at the Registered Office of the Company at S.F.No. 74/12 and 75/3, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402.

\_\_\_\_\_  
Singature of Shareholder/Proxy

\* Applicable for investors holding shares in electronic form.



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### PROXY FORM

[Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the companies (Management and Administration) Rules 2014]

- 1. Name of the Member(s) : .....
- 2. Registered Address : .....  
.....
- 3. E-mail ID : .....
- 4. Folio/DP ID - Client ID No. : .....

I / We being the member(s) of ..... Shares of the above named company, hereby appoint

- 1. Name : .....  
Address : .....  
.....  
E-mail ID : .....  
Signature : ..... of failing him
- 2. Name : .....  
Address : .....  
.....  
E-mail ID : .....  
Signature : ..... of failing him
- 3. Name : .....  
Address : .....  
.....  
E-mail ID : .....  
Signature : ..... of failing him

As my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 24th Annual general meeting of the company, to be held on the ' Monday, 24th day of September 2018 at 10.00 A.M. at the Registered Office of the Company at S.F. No. 74/12 and 75/3 Sathy Road, Pungampalli Village, Sathyamangalam-638 402 and at any adjournment thereof in respect of such resolution as are indicated below :

Resolution No.	Resolution	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of the audited Statement of Accounts together with report of Board of Directors and Auditors for the year ended 31st March, 2018		
2.	Declare Dividend		
3.	Re-appointment of Sri Arunkumar Jhalaria (DIN:0003084), who retires by rotation, as Director		
4.	Re-appointment of Arunkumar Jhalaria as Director of the company and Fixing his remuneration		
Special Business			
5.	Appointment of Statutory Auditors and fixing their remuneration		
6.	Ratification of remuneration to Cost Auditor Sri B. Venkateswar.		

Note : Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this ..... day of ..... 2018  Signature of the Shareholder .....  Signature of Proxy holder .....	<div style="border: 1px solid black; width: 100%; height: 100%; display: flex; align-items: center; justify-content: center;"> <p>Affix Re.1 Revenue Stamp</p> </div>
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**NOTES :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.
5. \*It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.