



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

NOTICE OF 27th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of the Company will be held on Thursday, **the 16th day of September 2021** at 10.30 AM IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 including Balance sheet as at 31st March, 2021, Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2021, statement of changes in equity and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in the place of Sri ArunkumarJhajharia (DIN:00003086) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare a Dividend on equity shares

SPECIAL BUSINESS:

4. To approve the re-appointment of Sri.Shyamlal Agarwala as the Managing Director of the Company.
To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) consent be and is hereby accorded for the reappointment of Sri Shyamlal Agarwala aged 75 years as Managing Director of the Company for a further period of Five years with effect from 1st July 2021 to 30th June 2026. and that Sri Shyamlal Agarwala, in consideration of his services as Managing Director, during the aforesaid tenure of office, shall be paid the following remuneration:-

1. Salary: Rs 2,50,000 (Rupees Two Lakhs and Fifty Thousand 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.

- (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 5% prescribed u/s. 198 of the Companies Act 2013.

Minimum Remuneration: -

Subject to the limits prescribed under Section II of Part II of Schedule V to the Companies Act 2013, to pay the above salary and perquisites except commission as minimum remuneration in the event of loss or inadequacy of profits in any financial year, during the tenure of office of Sri Shyamlal Agarwala.

5. To approve the re-appointment of Sri. Manoj Kumar Jhajharia as the Joint Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) consent be and is hereby accorded for the reappointment of Sri Manoj Kumar Jhajharia aged 53 years as Joint Managing Director of the Company for a further period of Five years with effect from 1st July 2021 to 30th June 2026. and that Sri Manoj Kumar Jhajharia, in consideration of his services as Joint Managing Director, during the aforesaid tenure of office, shall be paid the following remuneration:-

1. Salary: Rs 1,50,000 (Rupees One Lakh and Fifty Thousand 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.
 - (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 5% prescribed u/s. 198 of the Companies Act 2013.

Minimum Remuneration:-

Subject to the limits prescribed under Section II of Part II of Schedule V to the Companies Act 2013, to pay the above salary and perquisites except commission as minimum remuneration in the event of loss or inadequacy of profits in any financial year, during the tenure of office of Sri Manoj Kumar Jhajharia.

6. Increase the borrowing limits from Rs.300 crores to Rs.500 crores

To consider and, if thought fit, to pass the following Resolution as a Special Resolution

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on 29th September 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs.500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

7. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on 29th September 2014 and pursuant to Section 180(1)(a) and other applicable provisions if any of the Companies Act 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee thereof) to create such charges mortgages pledges and hypothecations in addition to existing charges mortgages pledges and hypothecations created by the company on such movable and/or immovable tangible and/or intangible properties of the company both present and future in such form and manner and with such ranking as to priority and for such time and on such terms as the Board

may deem fit together with the power to take over the management of the business and concern of the company in certain events of default in favour of the lender(s) agent(s) trustee(s) for securing the borrowings of the company availed/to be availed by way of loan(s) (in Indian rupee and/or foreign currency) and/or debentures bonds or any other debt instruments issued by the company from time to time subject to the limits approved under Section 180(1)(c) of the Companies Act 2013 and temporary loans obtained / to be obtained from the company's bankers in the ordinary course of business together with interest at the respective agreed rates additional interest compound interest in case of default accumulated interest liquidated damages commitment charges premia on prepayment remuneration of agent(s)/trustee(s) premium if any on redemption all other costs charges expenses and all other moneys payable by the company in terms of loan agreement(s) head of agreement(s) debenture trust deed(s) or any other document entered into/to be entered into between the company and the lender(s)/agent(s)/trustee(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/agent(s)/trustees.

8. **Ratification of remuneration payable to Cost Auditor and in this regard to consider, if thought fit, to pass 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 2021-22 and remuneration of Rs. 25,000/- plus taxes as applicable and reimbursement of out of pocket expenses for the financial year ending 31st March 2022, be and is hereby ratified and confirmed.

By order of the Board

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

Place : Coimbatore

Date : 28.06.2021

CDSL e-Voting System – Fore-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at 21.08.2021. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:

- (i) **The voting period begins on Monday, 13th September 2021 at 09.00 A.M and ends on Wednesday 15th September 2021 at 05.00 P.M.** 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 09th September 2021** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings**for Individual shareholders holding securities in Demat mode CDSL/NSDL**is given below:

Type Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is

Type Shareholders	Login Method
	available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. * 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.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bk.scrutiniser@gmail.com, and info@salonagroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company info@salonagroup.com/RTA email id info@skdc-consultants.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**Item No. 4**

The Board has re-appointed Shri Shyamlal Agarwala (DIN: 00003055), as Managing Director of the Company for a period of Five years with effect from 01st July 2021 to 30th June 2026, at a monthly remuneration of Rs.2,50,000 and other perquisites.

Shri Shyamlal Agarwala (DIN: 00003055), Promoter, Chairman and Managing Director of the Company and to take him on the Board for larger long term interest of the Company. Directors recommend his re-appointment.

The proposed reappointment, remuneration and perquisites are within the limits prescribed in the Schedule V of the Companies Act 2013 and require the approval of the shareholders as per the provisions of the Companies Act 2013. The proposed appointment and remuneration have been recommended and approved by the remuneration committee and audit committee of the Board.

The appointment and remuneration payable to Shri Shyamlal Agarwala requires approval of Share holders of the Company by special Resolution, as per text contained in the Notice convening the ensuing Annual General Meeting. Shri Shyamlal Agarwala, the appointee, as Managing Director and Shri. Manoj Kumar Jhajharia, the Joint Managing Director and Shri.Arun Kumar Jhajharia, Director being his relative shall be considered as personally interested in this item of Agenda.

No other Director may be considered as personally interested in this item of Agenda.

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.

SNO	Particulars	Details
1	Name of the Director	SHYAMLAL AGARWALA
2	DIN	00003055
3	Date of Birth & Age	25/07/1945, 76 Years
4	Date of Appointment and Terms of Appointment	Original Date of Appointment on 18.01.1997. Period of 5 years commencing from 01 st July 2021 to 30 th June 2026.
5	Brief Profile	Shri Shyamlal Agarwala has extensive knowledge about the Textile Industries both domestic and exports market. He has through knowledge and experience in the textile industries more than 5 decades.
6	Disclosure of relationship between Directors	Shri. Shyamlal Agarwala is father of Shri. Manoj Kumar Jhajharia, Joint Managing Director and Shri.Arun Kumar Jhajharia, Director
7	Directorship in other Public Companies	Nil
8	No.of Equity shares held	429393

Item No. 5

The Board has re-appointed Shri Manoj Kumar Jhajharia (DIN: 00003076), as Joint Managing Director of the Company for a period of Five years with effect from 01st July 2021 to 30th June 2026, at a monthly remuneration of Rs.1,50,000 and other perquisites.

Shri Manoj Kumar Jhajharia has rich experience in varied fields of technical, financial, marketing and overall management of the Company. His continued efforts are still more required to take the Company to greater heights.

The proposed reappointment, remuneration and perquisites are within the limits prescribed in the Schedule V of the Companies Act 2013 and require the approval of the shareholders as per the provisions of the Companies Act 2013. The proposed appointment and remuneration have been recommended and approved by the remuneration committee and audit committee of the Board.

The appointment and remuneration payable to Shri Manoj Kumar Jhajharia requires approval of Share holders of the Company by special Resolution, as per text contained in the Notice convening the ensuing Annual General Meeting. Shri Manoj Kumar Jhajharia, the appointee, as Joint Managing Director and Shri. Shyamlal Agarwala, the Managing Director and Shri.Arun Kumar Jhajharia, Director being his relative shall be considered as personally interested in this item of Agenda.

No other Director may be considered as personally interested in this item of Agenda.

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.

SNO	Particulars	Details
1	Name of the Director	MANOJ KUMAR JHAJHARIA
2	DIN	00003076
3	Date of Birth & Age	25/04/1968, 53 Years
4	Date of Appointment and Terms of Appointment	Original Date of Appointment on 26.09.1998. Period of 5 years commencing from 01 st July 2021 to 30 th June 2026.
5	Brief Profile	Shri Manoj Kumar Jhajharia is a Business Management Graduate having an experience of more than 30 years in the Textile field.
6	Disclosure of relationship between Directors	Shri. Manoj Kumar Jhajharia is son of Shri., Shyamlal Agarwala and brother of Shri.Arun Kumar Jhajharia, Director
7	Directorship in other Public Companies	Nil
8	No.of Equity shares held	312188

Item No. 6 & 7

The members of the Company at their 20th Annual General Meeting held on 28th September 2014 approved by way of special resolution under Section 180 (1)(c) and Section 180(1)(a) of the Companies Act, 2013 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.300 Crores.

In order to further expand the business and to meet the increased financial needs for the budgeted disbursements, the Company would be required to borrow in excess of Rs.300 Crores. It was therefore proposed to increase the borrowing limits from Rs.300 Crores to Rs.500 Crores.

The Company may be required to secure some of the borrowings by creating mortgage/charge on all or any of the movable or immovable properties of the Company in favour of the lender(s) in such form, manner and rankings as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of Section 180(1)(a) of the Companies Act, 2013 any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole, of any such undertaking requires the approval of the members by way of special resolution.

Accordingly, the consent of the members is being sought for the enhancement of the borrowing limits and to secure such borrowings by way of mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company as set out in the special resolution in the notice.

The Board recommends the passing of the resolutions as special resolutions

Item No. 8

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 2022.

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.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2022.

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 : 28.06.2021