



-: 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 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of the Company will be held on Monday **the 23rd day of September 2024 at 10.30 AM IST** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact of the below business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the Report of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March 2024.
3. To appoint a director in the place of Sri. Raghav Agarwal (DIN: 06981525), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Approval of Remuneration payable to Cost Auditor

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

RESOLVED THAT pursuant to Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules 2014, and other applicable provisions, if any (including any statutory amendments, modifications or re-enactments thereof, from time-to-time), and the recommendation of the Audit Committee, appointment made by the Board of Directors of the Company, of Sri. B. Venkateswar, Practicing Cost Accountant, Coimbatore, as the Cost Auditor of the Company for conducting the audit of the cost records for the financial year ended 31st March, 2025 at a remuneration of Rs. 25,000/- (exclusive of Goods and Services Tax and reimbursement of out-of-pocket expenses incurred in connection with the said Audit), be and is hereby ratified and confirmed.

By Order of the Board

(P.S. RAVISHANKAR)

Company Secretary and Compliance Officer

Membership No:10303.

Place : Coimbatore

Date : 12th August 2024

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business of the meeting, is annexed hereto as Annexure-I.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. Hence, the appointment of proxies by the members under Section 105 of the Act will not be available for the AGM and hence the proxy form, route map and Attendance Slip have not been sent through this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
3. The Register of the Members and Share Transfer Books of the Company shall remain closed from 17.09.2024 to 23/09/2024 (Both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the members.
4. The dividend as recommended by the Board, if declared at the meeting will be paid to the Members subject to applicable TDS within stipulated time as per the Act.
5. Sri. B. Krishnamoorthy, F.C.A., Practicing Chartered Accountant (membership No.20439) has been appointed as the Scrutinizer the E-Voting process in a Fair and Transparent manner.

CDSL e-Voting System – For e-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 will thus be held through video conferencing (VC) or Other audio-visual means (OAVM). Hence, Members can attend and Participate in the ensuing AGM 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 and 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. 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 AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled Time of the commencement of the Meeting by Below the procedure mentioned in the Notice. The facility of Participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come

first served Basis. This will not include large Members (Members holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served Basis.

4. The attendance of the Members attending the AGM 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. 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 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 has been uploaded on the website of the Company at www.salonacotspin.com. 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) i.e., www.evotingindia.com.
7. The AGM 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 to this Ministry's General Circular No.20/2020 date 05.05.2020, General Circular No.02/2022 dated 05.05.2022 and General Circular No.10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

INSTRUCTIONS OF MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding Shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of Members holding Shares in Physical mode and non-individual Members in demat mode.

- (i) The voting Period begins on Friday, 20th September 2024 at 09:00 A.M and ends on Sunday, 22nd September 2024 at 05:00 P.M. During this Period Members of the Company, holding Shares either in Physical Form or in Dematerialized Form, as on the cut-off Date (Record Date), i.e., 16th September 2024 may cast their vote Electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members 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 members, in respect of all Members' Resolutions. However, it has been observed that the Participation by the public non-institutional Members/retail Members 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 Members.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding Shares in demat mode.

- (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 Members holding securities in demat mode are allowed to vote through their demat account Maintained with Depositories and Depository Participants. Members are advised to Update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of Shareholder	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.Cdslindia.com and click on login icon and New System Myeasi Tab. 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 and voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service providers' website directly.

Type of Shareholder	Login Method
	<p>3) If the user is not Registered for Easi/Easiest, option to register is available at CDSL website www.Cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>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. The system will authenticate the user by sending OTP on Registered Mobile and 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 able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already Registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the Below 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 and voting during the Meeting.</p> <p>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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the Below 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 available under 'Member/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 and voting during the Meeting</p>

Type of Shareholder	Login Method
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant Registered with NSDL/CDSL for e-Voting facility. 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 and 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 above-mentioned website.

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

Login type	Helpdesk Details
Individual Members 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 toll free no. 1800 2109911
Individual Members 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 : 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of Members holding Shares in Physical mode and non-individual Members in demat mode.

- (i) Login method for e-Voting and joining virtual Meetings for Physical Members and Members Other than individual holding in Demat Form.
- 1) The Members should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Members” 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. Members 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 Members and Other than individual Members holding Shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as Physical Members)</p> <ul style="list-style-type: none"> ● Members 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)	<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 to login.</p> <ul style="list-style-type: none"> ● 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.

- (vi) After entering these Details appropriately, click on “SUBMIT” tab.
- (vii) 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, if the 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.
- (viii) For Members holding Shares in Physical Form, the Details can be used only for e-voting on the Resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution Details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to Modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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 and enter the Details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xii) Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.

- Non-Individual Members (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 will be mapped automatically and can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF Format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual Members are required mandatory 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 – b.k.scrutiniser@gmail.com at Sri B. Krishnamoorthi F.C.A., Practicing Chartered Accountant, Ganapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore 641 006 and to the Company at the email address viz; cs@salonacotspin.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending Meeting and e-Voting on the Day of the AGM 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. Members 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. Members are encouraged to join the Meeting through Laptops / IPads for better Experience.
5. Further Members 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. Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least **5 Days prior to Meeting** mentioning their Name, demat account number/folio number, email id, mobile number at (Company email id). The Members 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 Members who have Registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those Members, 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 Members through the e-voting available during the EGM/AGM and if the same Members have not Participated in the Meeting through VC/OAVM facility, then the votes cast by such Members may be Considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.

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

1. For Physical Members- please provide necessary Details like Folio No., Name of Member, 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/RTA email id**.
2. For Demat Members -, Please Update your email id and mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat Members – Please Update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual Meetings through Depository.**

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@Cdslindia.com or contact at toll free no. 1800 210 9911

All grievances Connected with the facility for voting by Electronic means may be addressed to Shree Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@Cdslindia.com or call toll free no. 1800 210 9911

PROFILE OF DIRECTOR SRI RAGHAV AGARWAL SEEKING REAPPOINTMENT

A Brief Resume in respect of Director who retires by rotation and seeking Re-appointment is given Below in Terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl. No	Particulars	Details
1	Name of the Director	Raghav Agarwal
2	DIN	06981525
3	Date of Birth & Age	22/10/1994 & 29 years
4	Date of Appointment and Terms of Appointment	14 th November, 2022 as an Additional Director and at the 29 th AGM held on 25.09.2023, he was appointed as a Director (Non-Executive Non-Independent Director)
5	Brief Profile	Post graduate in International Business Management and 7 years of experience in Textiles and international marketing.
6	Disclosure of relationship between Directors	Grandson of Managing Director, Son of Joint Managing Director.
7	Directorship in other Public Companies	NIL
8	No. of Equity shares held	124726

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration to Sri. B. Venkateswar, Practicing Cost Accountant, Coimbatore, the Cost Auditor of the Company to conduct the audit of the cost records for the financial year ended 31st March, 2025. Pursuant to 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. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 2025.

None of the Directors, Key Personnel or their relatives is concerned or interested in this resolution. The Board recommends the resolution set forth in item No. 4 for the approval of the Members.

By order of the Board

(P.S. RAVISHANKAR)
Company Secretary
ACS No: 10303

Place : Coimbatore
Date : 12th August 2024.