



JCT LIMITED

[CIN – L17117PB1946PLC004565]

Registered Office: Village Chohal, District Hoshiarpur 146 024 (Punjab)

Tel: 01882-258780; FAX: 01882-258059

Website: www.jct.co.in; Email ID: jctsecretarial@jctltd.com

NOTICE

NOTICE is hereby given that the 70th Annual General Meeting of the Members of the Company will be held on Wednesday, 14th day of August 2019 at 11.30 AM at the Registered Office of the Company at Village Chohal, District Hoshiarpur 146024 (Punjab), to transact the following business(s).

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company including the Audited Balance Sheet as at 31st March, 2019 and the statement of Profit & Loss for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Priya Thapar (DIN: 06742680), who retires by rotation, and being eligible, offers herself for re-appointment.
3. To ratify the appointment of the Auditors and to fix their remuneration and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 139, and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), pursuant to the recommendations of the Audit Committee of the Board of Directors, and in pursuance of the resolution passed by the members at 68th Annual General Meeting held on 14th August, 2017, the appointment of M/s Navdeep Singh & Company, Chartered Accountants (Registration No. 008400N) as the Auditors of the Company, to hold office till the conclusion of 73rd Annual General Meeting, be and is hereby ratified/confirmed, at a remuneration of Rs. 16,00,000 p.a. inclusive of certification fees etc., plus GST and out of pocket expenses.

SPECIAL BUSINESS

4. Approval of Cost Auditor's Remuneration

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

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies the remuneration payable to M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company's Textile and Filament Units for the Financial Year ending 31st March, 2020, amounting to Rs. 1,50,000/- (Rupees One Lac fifty thousand Only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses, as may be incurred by them during the course of Audit.”

5. Re-appointment of Dr. A.K Doshi as an Independent Director for Second Term

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in the respective meetings held on 30th May, 2019 and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules thereunder and the applicable provisions of SEBI (LODR), 2015, the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. A.K Doshi. (DIN: 02298644) whose current period of office is



expiring on 24th September, 2019 and he has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with SEBI (LODR), 2015 and who is eligible for re-appointment for a second term under the provisions of the Act, Rules thereunder and SEBI (LODR), 2015 and in respect of whom the Company has received a notice in writing from one of the Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, to hold office for a term of five consecutive years on the Board of the Company effective from 25th September, 2019 and whose term shall not be subject to retirement by rotation”.;

“RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members of the Company be and is hereby accorded effective from 01st April, 2019 to Dr. A.K Doshi for continuation of the Directorship in the Company who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. up to 24th September, 2019, on the existing terms and conditions and further for the next five consecutive years effective from 25th September, 2019 as an Independent Director of the Company

6. Re-appointment of Mr. C.M Bhanot as an Independent Director for Second Term

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in the respective meetings held on 30th May, 2019 and pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules thereunder and the applicable provisions of the SEBI (LODR), 2015, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. C.M Bhanot. (DIN: 06462056) whose current period of office is expiring on 24th September, 2019 and he has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with SEBI (LODR), 2015 and who is eligible for re-appointment for a second term under the provisions of the Act, Rules thereunder and SEBI (LODR), 2015 and in respect of whom the Company has received a notice in writing from one of the Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, to hold office for a term of five consecutive years on the Board of the Company effective from 25th September, 2019 and whose term shall not be subject to retirement by rotation”.

7. Revision in remuneration of Mr. Samir Thapar, Chairman and Managing Director for the period from 01.04.2019 to 30.09.2021

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of Board and subject to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions, if any , of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with schedule V of the Companies act,2013 and applicable clauses of Article of Association of the Company, approval of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company with effect from 01.04.2019 to 30.09.2021, and on the terms and conditions as set out in the Explanatory Statement to this Resolution and also contained in the draft agreement to be entered into between the Company and Mr. Samir Thapar, submitted to this meeting, which agreement be and is hereby specifically approved and sanctioned with liberty of Board Of Directors to alter and vary the terms and conditions of the said remuneration and agreement, subject to the same not exceeding the limits specified in Schedule V of the said Act, in such form and manner with such modification as the Board may deem fit and as agreed to by Mr. Samir Thapar.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred any Committee of Director or Director(s) to give effect to the aforesaid resolution.”

8. Revision in remuneration of Ms. Priya Thapar, Whole-time Director for the period from 01.04.2019 to 30.11.2021

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of Board and subject to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions, if any , of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with schedule V of the Companies act,2013 and applicable clauses of Article of Association of the Company, approval of the members of the Company be and is hereby accorded to revise the remuneration of Ms. Priya Thapar (DIN: 06742680), Whole Time Director of the Company with effect from 01.04.2019



to 30.11.2021, and on the terms and conditions as set out in the Explanatory Statement to this Resolution and also contained in the draft agreement to be entered into between the Company and Ms. Priya Thapar, submitted to this meeting, which agreement be and is hereby specifically approved and sanctioned with liberty of Board Of Directors to alter and vary the terms and conditions of the said remuneration and agreement, subject to the same not exceeding the limits specified in Schedule V of the said Act, in such form and manner with such modification as the Board may deem fit and as agreed to by Ms. Priya Thapar.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred any Committee of Director or Director(s) to give effect to the aforesaid resolution.”

By order of the Board
For JCT Limited
Sandeep Sachdeva
Company Secretary

Place : Delhi

Dated : 30.05.2019

NOTES FOR MEMBERS' ATTENTION:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 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 member of the Company.

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 annexed herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

3. Members / Proxies / Authorised Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
4. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-II), with respect to Directors seeking appointment/ reappointment at the Annual General Meeting, is annexed to this Notice.
5. **The Register of Members and Share Transfer Books of the Company will remain closed from to 8th of August 2019 to 14th of August 2019 (both days inclusive).**
6. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. All the Registers, as required as per the provisions of Companies Act, 2013 and applicable rules, will be available for inspection by the Members at the time of Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company. Further as per Regulation 40 of SEBI (LODR), 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, RCMC Share Registry Pvt Ltd for assistance in this regard.
9. Annual Report of the Company for the year 2018-19 and Notice of the 70th Annual General Meeting of the Company



inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to the Members whose e-mail addresses are registered with the Company and/or Depository Participants(s), unless a member has requested for a hard copy of the same. We further request shareholders to update their e-mail addresses with the Share Transfer Agent/ Depository Participants to enable the Company to send the required communication/ correspondence electronically. Physical copies of the aforesaid documents are being sent to those Members who have not registered their email addresses.

10. Members may also note that the Annual Report for the year 2018-19 and Notice of the 70th Annual General Meeting will be available on the Company's website, www.jct.co.in. Physical copies of the aforesaid documents will also be available at the Company's Registered Office at Village Chohal, Dist. Hoshiarpur, Punjab, for inspection during normal business hours on working days.

Voting through electronic means: Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of remote e-voting (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 70th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL). The facility for voting, through polling paper shall be available at the venue of the 70th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Ms Seema Sharma, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- A. Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorization to the Scrutinizer through e-mail at pcs.seemasharma@gmail.com with a copy marked to NSDL’s e-mail ID evoting@nsdl.co.in.
- B. **Those who become Members of the Company after dispatch of the Notice but on or before 7th August 2019 (cut-off date) may write to NSDL at evoting@nsdl.co.in or to the RTA at investor.sevice@rcmc Delhi.com requesting for user ID and password. On receipt of user ID and password, the steps from Sl. Nos. (1) to (3) mentioned in Step 1 above should be followed for casting of vote.**
- C. **Remote e-voting will commence at 9.00 a.m. on 11th August 2019 and will end at 5.00 p.m. on 13th August 2019, when remote e-voting will be blocked by NSDL.**
- D. In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL’s e-voting website www.evoting.nsdl.com or call on toll free no : 1800-222-990
- E. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- F. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.
- G. The declared Results, alongwith the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website www.jct.co.in under the section ‘Investor Relations’ and on the website of NSDL; such Results will also be forwarded to BSE Limited, Mumbai.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**Item No. 4**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Goyal, Goyal & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for both Textile & Nylon Filament Units, for the financial year ending 31st March, 2020 at a remuneration of Rs. 1,50,000/- plus GST and reimbursement of out of pocket expenses incurred.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out in Item No 4 of the Notice for approval by the members.

Item No 5 & 6

The Members of the Company in the 65th Annual General Meeting had appointed Dr. A.K Doshi and Mr. C.M Bhanot as Independent Directors of the Company for a period of five consecutive years effective from 25th September, 2014.

The Company has received notice in writing pursuant to Section 160 of the Act, from members proposing the candidature of Dr. A.K Doshi and Mr. C.M Bhanot for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Act.

The Company has received from Dr. A.K Doshi and Mr. C.M Bhanot, (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013, confirming their eligibility for such appointment and a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and SEBI (LODR), 2015.

The Board upon recommendation of the Nomination and Remuneration Committee, based on the skills, rich experience, knowledge, continued valuable guidance of above said Directors to the management and based on the outcome of performance evaluation, has in the meetings held on 30th May, 2019 recommended re-appointment of the said Directors as Independent Directors of the Company for second consecutive term of 5 years subject to approval of members, pursuant to Section 149 of the Companies Act, 2013. Further, Dr. A K Doshi is having Expertise in Finance, Corporate and other laws. He also retired as Member (Technical) of CLB. His rich experience guides the company to move forward with good corporate governance and helps in better decision making. Approval of members through Special resolution is sought for their reappointment as Independent Directors, pursuant to Section 149 and other applicable provisions of the Act and Rules there under and that the said Directors shall not be liable to retire by rotation. Copies of the draft letters for their appointment as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on all the working days.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from April, 2019, a person who has attained the age of seventy five years can continue as a Non- executive Director in a listed Company, provided that approval of its members by way of a special resolution is obtained. Dr. A.K Doshi is above the age of seventy five years. Special resolution as set out in business no. 5 seeks approval of shareholders for continuation of Directorship of Dr. A.K Doshi as Independent Director of the Company effective from 01st April, 2019 up to end of the existing term i.e. 24th September, 2019 and for second consecutive term effective from 25th September, 2019.

The profiles of the above said Directors are provided in the annexure to this Notice.

The Directors recommend the resolutions as set out in businesses 5 & 6 for approval.

None of the Directors and Key Managerial Personnel including their respective relatives other than those mentioned in the respective resolutions and their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.



Item No. 7 & 8

- I. Mr. Samir Thapar has been the Managing Director of the Company since 2.06.1994. The Present proposal is to seek the Member's approval for revision of remuneration payable to Mr. Samir Thapar as the Chairman & Managing Director of the Company in terms of the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

Pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on 30.05.2019 as approved by the Board at its meeting held on 30.05.2019, the Board recommends the revision/increase in remuneration of Mr. Samir Thapar with effect from 01.04.2019 on the following terms & conditions:

- a) Salary : Rs 8,00,000/- per month
- b) Perquisite & Allowances:- Rs. 22,00,000/ per month
- c) Perquisites: The perquisites shall include use of Company's car with Driver and such other perquisites. The said perquisites shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof. In the absence of any Rules perquisites and allowances shall be evaluated at actual cost.

However, the Company's contribution to provident Fund and Superannuation or Annuity Fund are not Taxable under the Income-tax law, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income-tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

- d) Reimbursement of Expenses: Expenses incurred for travelling, boarding / lodging for self, entertainment or business promotion expenses etc. and telephone expenses at residence shall be paid/reimbursed and not considered as perquisites.
- e) He shall not be liable to retirement by rotation.

- II. Ms Priya Thapar has been whole time Director of the Company since 1.12.2013. The Present proposal is to seek the Member's approval for the revision in remuneration payable to Ms. Priya Thapar as the Whole Time Director of the Company in terms of the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

Pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on 30.05.2019 as approved by the Board at its meeting held on 30.05.2019, the Board recommends the Revision/increase in remuneration of Ms. Priya Thapar with effect from 01.04.2019 on the following terms & conditions:

- (a) Salary : Rs. 2,50,000/- per month
- (b) Allowances : Rs. 4,50,000/- per month
- (c) Perquisites : The perquisites shall include use of Company's car with Driver and such other perquisites. The said perquisites shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof. In the absence of any Rules perquisites and allowances shall be evaluated at actual cost.

However, the Company's contribution to provident Fund and Superannuation or Annuity Fund are not Taxable under the Income-tax law, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income-tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

- (d) Reimbursement of Expenses: Expenses incurred for travelling, boarding / lodging for self, entertainment or business promotion expenses etc. and telephone expenses at residence shall be paid/reimbursed and not considered as perquisites.
- (e) She shall be liable to retire by rotation.

General:

- (a) The terms and conditions set out for remuneration herein may be altered and varied by the Nomination & Remuneration Committee and/or Board as it may, from time to time, deem fit.
- (b) None of the Directors and/or Key Managerial Personnel of the Company, other than Mr. Samir Thapar & Ms. Priya Thapar to whom these resolutions relate, including their relatives, in any way, concerned or interested, financially or otherwise.



III. The information as required to be disclosed as per Clause (iv) of the Second Proviso to Section II of part II of Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information

1.	Nature of industry	Manufacturing of Cotton Textiles, Synthetic Fabrics and Nylon Filament Yarn		
2.	Date of commencement of commercial production	19.12.1946		
3.	Financial performance based on given indicators	(Rs. in lacs)		
		2018-19	2017-18	2016-17
	Gross Income from Operations	80032.50	76488.41	83939.90
	Other Income	689.17	1045.21	1678.90
	Interest & Financing Cost (Net)	8099.44	3550.01	3732.94
	Comprehensive Income/ (Loss) before Depreciation	(4009.94)	(335.15)	1085.56
	Depreciation	2256.08	3049.36	3108.99
	Net Comprehensive Income /(Loss) Before Tax	(6266.02)	(3384.51)	(2023.43)
4.	Foreign Investment or Collaborations	Nil		

II. Information about the Whole Time Directors

Name Of the Director	Mr. Samir Thapar	Ms Priya Thapar
Back ground details	Graduate in Business Administration from California State University Bakersfield, USA with a total experience of 31 years in field of Industry, Business and Corporate Management having 31 years of experience in field of industry , Business and corporate Management	Bachelor of Business Administration with major in Marketing and B.A in Fashion Merchandising from American College in London (ACL). She has also done Bachelor of Business Administration from London School of Economics and Bachelors in Interior Design from Parsons School of Design besides degree in History of Art from Sothebys London with consistent good academic record and having experience in HR, Marketing, Administration and corporate management.
Past Remuneration	Salary:- Rs. 82.20 lacs Per annum Perquisite, Allowances & reimbursements :- Rs. 13.80 Lacs per annum Contribution to superannuation and provident fund :-Rs. 10.61 lacs per annum	Salary:- Rs. 23.35 lacs per annum Perquisite, Allowances & reimbursements :- Rs. 0.65 Lacs per annum Contribution to superannuation and provident fund :-Rs. 3.41 lacs per annum
Recognition of Rewards:-	None	None



Name Of the Director	Mr. Samir Thapar	Ms Priya Thapar
Job profile and suitability:-	As an Chairman and Managing Director of the company he is entrusted with the substantial powers of the management and responsible for all business decisions and also answerable to Board of Directors	She is Director (Strategic Business Development) and has also been looking after the overall affairs and operations of the Company and involved in the policy planning, HR and Marketing policy of the Company.
Remuneration proposed (With effect from 01.04.2019)	Salary:- Rs. 96.00 lacs Per annum Perquisite & Allowances:- Rs. 264.00 Lacs per annum Contribution to superannuation and provident fund :-Rs. 13.02 lacs per annum	Salary:- Rs 30.00 lacs per annum Perquisite & Allowances:- Rs. 54.00 Lacs per annum Contribution to superannuation and provident fund :-Rs. 5.10 lacs per annum
Comparative remuneration profile with respect to industry ,size of the Company, profile of the position and person	The corresponding cost of the Company of persons handling similar portfolio in Textile Industry are in the salary band of Rs. 240 to 720 lacs per annum.	The corresponding cost of the Company of persons handling similar portfolio in Textile Industry are in the salary band of Rs. 120 to 360 Lacs per annum.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Brother of Ms Priya Thapar – Whole Time Director	Sister of Mr Samir Thapar – Chairman & Managing Director
Pecuniary relationship directly or indirectly with the Company	Chairman & Managing Director. He holds 2,71,356 equity shares of the Company	Whole Time Director. She holds 2,60,000 equity shares of the Company

III. Other Information

1	Reasons of Inadequate profits	Due to tight liquidity, the operations were at sub-optimum levels resulted into lower profitability.
2	Steps taken or proposed to be taken for Improvement	As the issue of FCCB has been settled, the company has approached the banks for enhancement of its working capital, which will help in revamping the production to the optimum level. The increase in capacity utilization will directly help in improving the profitability substantially.
3	Expected increase in productivity and profits in measurable terms	In view of above steps, the Company expects to have substantial increase in efficiency, turnover and profitability.

IV. Disclosures:

- Remuneration package fully described in the explanatory statement as stated above.
- Disclosures in the Board of Directors' Report under the heading 'Corporate Governance' included in Annual Report 2018-19.
- The Board recommends the resolutions as set out herein above for approval of the members as a Special Resolutions.
- The draft of the Agreement between the Company and Ms Priya Thapar are open for inspection at the Registered Office of the Company during office hours on all working day except Saturday, between 10 A.M to 12 Noon.
- The above may also be treated as an Abstract under Section 190 of the Companies Act, 2013



Profile of Directors seeking appointment/re-appointment/ at the 70th Annual General Meeting pursuant to Secretarial Standards on General Meeting (SS - II) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Dr. A.K Doshi		Mr.C.M Bhanot		Ms. Priya Thapar	
DIN	02298644		06462056		06742680	
Date of Birth	05.12.1939		22.08.1952		10.05.1968	
Date of First Appointment	26.10.2012		24.01.2013		01.12.2013	
Expertise in specific General Functional area	Having Expertise in Finance, Corporate and other laws. He was also Visiting professor of Calcutta Business School and Indian Institute of Corporate Affairs of the Ministry of Corporate Affairs. He retired as Member (Technical) of CLB.		He is having 41 years of experience of Banking operations, Legal, Forex, Credit Monitoring and HR. He is retired as General Manager from Bank of India.		Managerial and Administrative Experience	
Qualification	PHD In law (Amalgamation and Merger) and Chartered Accountant.		Law Graduate		Bachelor of Business Administration with major in Marketing and B.A in Fashion Merchandising from American College in London (ACL). She has also done Bachelor of Business Administration from London School of Economics and Bachelors in Interior Design from Parsons School of Design besides degree in History of Art from Sothebys London with consistent good academic record	
Shareholding in the Company	Nil		Nil		2,60,000	
Relationship with other KMPs	Not Applicable		Not Applicable		Sister of Mr Samir Thapar – Chairman & Managing Director	
No. of Board Meetings attended by the Director during the FR 2018-19	5		5		3	
Board Membership of other listed Companies as on March 31, 2019	NA		NA		NA	
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman	Stakeholders Relationship Committee	Member	Stakeholder Relationship Committee	Member	Stakeholder Relationship Committee
	Member	Corporate Social responsibility		Corporate Social Responsibility		Corporate Social Responsibility
		Board of Directors		Board of Directors		Board of Directors
Chairman/Member of the Committee of Directors of other Public Limited Company in which he is a Director	NA		NA		NA	