



# ANNUAL REPORT 2016-17

SEL Manufacturing Company Ltd.

# **BOARD OF DIRECTORS**

## **(2016-17)**

Sh. Ram Saran Saluja  
 Sh. Neeraj Saluja  
 Sh. Dhiraj Saluja  
 Sh. Vinod K. Goyal  
 Sh. Navneet Gupta  
 Sh. Ashwani Kumar  
 Sh. Amit Narang  
 Sh. Kanwalnain Singh Kang  
 Sh. Ranjan Madaan  
 Sh. Prem Kumar  
 Smt. Paramjit Kaur  
 Sh. Joginder Kumar Gupta

Chairman  
 Managing Director  
 Jt. Managing Director  
 Executive Director & CEO  
 Executive Director & CFO

### **AUDITORS**

Dass Khanna & Co.  
 Chartered Accountants,  
 B-XX-2815, 1st Floor,  
 Gurdev Nagar, Pakhowal Road,  
 Ludhiana - 141 001 (Pb.)

### **REGISTERED OFFICE**

274, Dhandari Khurd, G. T. Road,  
 Ludhiana (Pb.) 141 014 (India)  
 Ph.: 91-161-7111117  
 Fax : 91-161-7111118  
 Website: www.selindia.in

### **REGISTRAR & TRANSFER AGENT**

Link Intime India Pvt. Ltd.  
 (Formerly Intime Spectrum Registry Ltd.)  
 44, Community Centre, 2nd Floor,  
 Naraina Ind. Area, Ph-I, PVR Naraina  
 New Delhi- 110 028  
 Phone No: 011- 41410592  
 Fax no: 011- 41410591  
 E-mail: delhi@linkintime.co.in

### **COMPANY SECRETARY**

Sh. Rahul Kapoor

**CIN : L51909PB2000PLC023679**

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# Chairman's Message

*Dear Shareholders,*

*It is my privilege to reach you through this Annual Report and share with you the performance for the financial year 2016-17. This was a challenging year caused by uncertain global macro-economic situation and the challenges being faced by the Company.*

*We faced a difficult operating environment due to high debt, increased input costs, sub-optimum utilization of manufacturing facilities and liquidity problems which adversely affected the performance of the Company.*

*However, we are fortunate to have been able to retain the talent we see today in the Company, across all disciplines and at all levels and I thank all SEL employees for their dedication for the SEL Group. We see this as a source of competitive advantage for the business now and in the years ahead and we will continue to invest our resources in taking these initiatives forward.*

*We strongly believe in doing business with values such as transparency, professionalism and accountability. We will continue to enhance our corporate value by ensuring that all of our business activities are so carried out that we achieve high credibility with our stakeholders across the globe.*

*Meanwhile, there is need to improve our financial returns and operational effectiveness to which we are trying. Driven by the relentless efforts of all our employees, the Company continues to lay emphasis on implementation that translates business plans to actions and deliverables on the ground.*

*I am grateful to our stakeholders, customers, vendors, lenders and bankers for reposing their faith in us, employees for their resolve and unstinted devotion, our Members on the Board for their wisdom and continuous support and you, our shareholders for reposing trust & faith. Thank you for your support and we hope you continue your association with us.*

*With best wishes,*

*Ram Saran Saluja*

*Chairman*



## NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of the Company will be held on Wednesday, the 27th day of September, 2017 at 9.30 A.M. at the Registered office of the Company situated at 274, Dhandari Khurd, G.T. Road, Ludhiana (Punjab) 141014 to transact the following business(es):

### **AS ORDINARY BUSINESS:-**

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Statement of Profit & Loss Account for the financial year ended on that date together with the report of Board of Directors & Auditors thereon.
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 including the Statement of Profit & Loss Account for the financial year ended on that date together with the report of Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Kumar Goyal, (DIN: 02751391), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration:.

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

"RESOLVED that pursuant to the provisions of Section 139, 142 and all 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, M/s Malhotra Manik & Associates, Chartered Accountants, (Firm Registration No. 015848N), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (i.e 17th AGM) till the conclusion of the sixth Annual General Meeting from this annual General meeting (i.e. 22nd AGM), (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration as shall be fixed by the Board of Directors of the Company."

### **AS SPECIAL BUSINESS:-**

4. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory amendments and modifications thereof, for the time being in force, the remuneration payable to M/s Jatin Sharma & Co., Cost Accountants, Firm Registration Number: 101845, appointed by the Board of Directors to conduct the Audit of the cost accounting records of the

Company for the Financial year 2017-18 amounting to Rs.77,000 exclusive of service tax/GST as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable sections/provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any, required, the consent of the Company be and is hereby accorded for the re-appointment of Sh. Navneet Gupta, as the Executive Director of the Company for a further period of three years w.e.f. 8.5.2017 on a consolidated amount of Salary of Rs. 3,00,000/- per month.

**RESOLVED FURTHER THAT** he will be entitled to free use of Company's car for business purpose and of free use of telephone, at office and at residence, for business purposes of the Company.

**RESOLVED FURTHER THAT** The Board of Directors of the Company be and are hereby authorized to further increase the above said remuneration within the limits prescribed under the Companies Act, 2013 and the guidelines issued in this behalf by the Central Government from time to time, without referring the matter again for the approval of the members of the Company.

**RESOLVED FURTHER THAT** in case in any Financial year, the company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to the Executive Director subject to compliance of Schedule V of the Companies Act, 2013 and other applicable provisions, and the rules framed there under as amended from time to time.

**RESOLVED FURTHER THAT** The Board of Directors of the Company be and are hereby authorized to execute all such documents, instruments, and writings, if any, and further to do all such acts, deeds or things as may be deemed necessary to give effect to the above said resolution.

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

"RESOLVED THAT pursuant to the provisions of Sections 188 of the Companies Act, 2013 ("the Act"); Companies (Meetings of Board and its Powers) Rules,



2014, and all other applicable sections/rules of the Companies Act, 2013 and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or reenactment thereof for the time being in force), and subject to such approvals as may be required, approval of the members of the Company be and is hereby accorded for holding of office or place of profit/employment by Mr. Neeraj Saluja, as Chief Operating Officer (COO) of the Company, with effect from July 1, 2017, on total remuneration which may exceed Rs. 2,50,000/- per month; including but not limited to all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc.,.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to review and determine from time to time, the term of holding of the said office or place of profit/employment of Mr. Neeraj Saluja, including his remuneration at its discretion, and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

**7. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 188 of the Companies Act, 2013 ("the Act"); Companies (Meetings of Board and its Powers) Rules, 2014, and all other applicable sections/rules of the Companies Act, 2013 and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or reenactment thereof for the time being in force), and subject to such approvals as may be required, approval of the members of the Company be and is hereby accorded for holding of office or place of profit/employment by Mr. Navneet Gupta, as Chief Financial Officer (CFO) of the Company, with effect from July 1, 2017, on total remuneration which may exceed Rs. 2,50,000/- per month; including but not limited to all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc.,.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to review and determine from time to time, the term of holding of the said office or place of profit/employment of Mr. Navneet Gupta, including his remuneration at its discretion, and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

**8. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL**

**RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 188 of the Companies Act, 2013 ("the Act"); Companies (Meetings of Board and its Powers) Rules, 2014, and all other applicable sections/rules of the Companies Act, 2013 and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or reenactment thereof for the time being in force), and subject to such approvals as may be required, approval of the members of the Company be and is hereby accorded for holding of office or place of profit/employment by Mr. Vinod Kumar Goyal, as Chief Executive Officer (CEO) of the Company, with effect from July 1, 2017, on total remuneration which may exceed Rs. 2,50,000/- per month; including but not limited to all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences etc.,.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to review and determine from time to time, the term of holding of the said office or place of profit/employment of Mr. Vinod Kumar Goyal, including his remuneration at its discretion, and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

**By Order of the Board,  
For SEL MANUFACTURING COMPANY LTD.**

**LUDHIANA- 25.07.2017**

**Regd. Off.:**

**274, Dhandari Khurd,**

**G.T. Road, Ludhiana-141014 (Pb.)**

**CIN : L51909PB2000PLC023679**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other member.

THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY EXECUTED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING. Proxies submitted on behalf of limited



Companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

2. Members are requested to send their queries on the accounts/financial statements, if any, so as to reach the Registered Office of the Company at least seven days before the meeting to enable the company to have relevant information ready at the meeting.
3. Members are requested to bring their copy of Annual Report along with them to the Annual General Meeting.
4. The relative Statement pursuant to Section 102 of the Companies Act, 2013 in Respect of Item(s) of Special Business is annexed hereto and forms part of the Notice.
5. The Register of Members and Share Transfer books shall remain closed from September 21, 2017 to September 27, 2017 (both days inclusive).
6. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Director who is proposed to be appointed/re-appointed is given in the annexure to the Notice.
7. Voting through electronic means:

In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 17th Annual General Meeting by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services Limited. For conducting this e-voting activity in a fair and transparent manner, the Board of directors have appointed Mr. Dinesh Kumar Mehtani, Practising Chartered Accountant as Scrutinizer. Members, who have not voted through remote e-voting and present at the AGM in person or proxy, can vote through the ballot/polling paper, at the AGM. Kindly note that members can opt for only one mode of voting i.e. either by remote e-voting or by ballot/polling paper at the AGM. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Votes cast by members who hold shares on the cut off date viz. 20.09.2017 alone will be counted.

The instructions for members for remote e-voting are as under:-

- (i) The remote e-voting period begins at 09.00 am on 24.09.2017 and ends at 05.00 pm on 26.09.2017. 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 20.09.2017 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. The voting rights of the Members

shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 20.09.2017 and that a person who is not a Member as on the cut off date should treat this Notice for information purposes only. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>" Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>" In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field. Sequence Number is Separately communicated to applicable members, in Notice as an Attachment.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>" If both the details are not recorded with the depository or company please enter the member id/folio number, in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on





"SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for SEL Manufacturing Company Limited, on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non - Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance

User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
Mr. Dinesh Kumar Mehtani, Practising Chartered Accountant, (Membership no. 091676) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the Annual General Meeting) in a fair and transparent manner.
  - (xxi) The results along with the Scrutinizer's Report, will be placed on the company's website, i.e. [www.selindia.in](http://www.selindia.in) and of the Agency, immediately after the result is declared by the Chairman within the prescribed time as per the Rules, and the same shall be communicated to the BSE Ltd., and National Stock Exchange of India Ltd..
8. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for Inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 17th Annual General Meeting of the Company.

### Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating the service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and with Registrar & Share Transfer Agent-M/s Link Intime India Private Limited in case of shares held in physical form. E-mail is a better method to



receive the communications quickly, with least cost implications. We request you to wholeheartedly support this initiative and co-operate with the Company in implementing the same. Please act and contribute to the cause of Environment.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS:**

**FOR ITEM NO.4:**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of and Remuneration payable to M/s Jatin Sharma & Co., Cost Accountants for the audit of cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules 2014, for the Financial Year 2017-18 at a remuneration of Rs. 77,000/- excluding the applicable service tax/GST and reimbursement of out of pocket expenses incurred by him in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the members of the Company. Board recommends this resolution for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way, financially or otherwise, concerned or interested in the above Resolution(s).

**FOR ITEM NO.5:**

The Board of Directors of your Company have re-appointed Mr. Navneet Gupta (DIN: 02122420) as the Executive Director of the Company for a further period of three years w.e.f. 8.5.2017 subject to the confirmation of his re-appointment and remuneration by the members of the Company. The remuneration proposed to be paid to Executive Director has been approved by the Remuneration Committee of the Board and the resolution is put for your approval in this meeting. Mr. Navneet Gupta, Executive Director of the Company looks after all the finance related activities of the Company. Other details required in pursuance of Schedule V of the Companies Act, 2013, are mentioned in the Annexure to the Notice.

As per the provisions of the Companies Act, 2013 and under Schedule V and Rules framed there under, confirmation of the members of the Company is required for the appointment/reappointment as such of a managerial person. Hence the proposed resolution is recommended for your consideration and approval.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives except Mr. Navneet Gupta, being the appointee is in any way, financially or otherwise, concerned or interested in the above Resolution(s).

**FOR ITEM NO.6:**

Mr. Neeraj Saluja, appointment as "Chief Operating Officer" (COO) of the Company with effect from July 1, 2017 on a total remuneration, as may be decided from time to time, and which may exceed Rs. 2,50,000/- per month.

Further, besides salary, his remuneration will also include all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities, and conveniences etc., as per rules.

Mr. Neeraj Saluja, aged 50 years has over 25 years of experience in textile industry. He has vast experience in selection of technology and machineries and operation of plants and setting and optimum selection of the manufacturing capabilities. Besides he provides huge effort in improvement of production processes of the Company.

Mr. Neeraj Saluja, being a Director is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, at a monthly remuneration exceeding Rs.2,50,000/- requires approval by way of special resolution of the Company.

Hence; approval of members is sought for his appointment in and payment of remuneration as proposed in the resolution under this item of business.

The information as required in accordance with Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Mr. Neeraj Saluja
- (b) Name of the Director or Key Managerial Personnel who is related, if any: Mr. Neeraj Saluja, himself being a Director on the Board;
- (c) Nature of relationship: Mr. Neeraj Saluja, himself being a Director on the Board of the company is the related party.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Mr. Neeraj Saluja, appointment as "Chief Operating Officer" (COO) of the Company with effect from July 1, 2017 on a total remuneration as may be decided from time to time, and which may exceed Rs. 2,50,000/- per month. Besides salary, his remuneration will also include all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities, and conveniences etc., as per rules.

Further, the terms of employment and remuneration of Mr. Neeraj Saluja, may be varied from time to time, based on the industry standards prevailing for similar position,





and based on his performance evaluation. No duration or period for his employment is fixed, however, termination and other terms shall be governed as per rules and HR policy. Mr. Neeraj Saluja may be re-designated from time to time.

Mr. Neeraj Saluja, aged 50 years has over 25 years of experience in textile industry. He has vast experience in selection of technology and machineries and operation of plants and setting and optimum selection of the manufacturing capabilities. Besides he provides huge effort in improvement of production processes of the Company. Mr. Neeraj Saluja will look after the operations of plants of the Company.

**e) Any other relevant information:**

Mr. Neeraj Saluja holds 9871510 Equity Shares of the Company constituting 2.98% of the Paid up-equity share capital of the company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives except Mr. Ram Saran Saluja, Mr. Dhiraj Saluja being relatives and Mr. Neeraj Saluja being the appointee are in any way, financially or otherwise, concerned or interested in the above Resolution(s).

**FOR ITEM NO.7:**

Mr. Navneet Gupta, holding of office or place of profit/employment as "Chief Financial Officer" (CFO) of the Company on a total remuneration with effect from July 1, 2017, as may be decided from time to time, and which may exceed Rs. 2,50,000/- per month. Further, besides salary, his remuneration will also include all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities, and conveniences etc., as per rules.

Mr. Navneet Gupta, aged 47 years is a Chartered Accountant and has a vast experience in Financial Areas and other related aspects. He works on all the finance related requirements and deals with banks/financial institutions etc..

Mr. Navneet Gupta, being a Director is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, at a monthly remuneration exceeding Rs.2,50,000/- requires approval by way of special resolution of the Company.

Hence; approval of members is sought for his appointment in and payment of remuneration as proposed in the resolution under this item of business.

The information as required in accordance with Companies (Meetings of Board & its Powers) Rules,

2014, as well as pursuant to Sec. 102 of the Act is as under:

- Name of the related party: Mr. Navneet Gupta
- Name of the Director or Key Managerial Personnel who is related, if any: Mr. Navneet Gupta, himself being a Director on the Board;
- Nature of relationship: Mr. Navneet Gupta, himself being a Director on the Board of the company is the related party.
- Nature, material terms, monetary value and particulars of the contract or arrangement:

Mr. Navneet Gupta, holding of office or place of profit/employment as "Chief Financial Officer" (CFO) of the Company with effect from July 1, 2017 on a total remuneration as may be decided from time to time, and which may exceed Rs. 2,50,000/- per month. Besides salary, his remuneration will also include all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities, and conveniences etc., as per rules.

Further, the terms of employment and remuneration of Mr. Navneet Gupta, may be varied from time to time, based on the industry standards prevailing for similar position, and based on his performance evaluation. No duration or period for his employment is fixed, however, termination and other terms shall be governed as per rules and HR policy.

Mr. Navneet Gupta, aged 47 years is a Chartered Accountant and has a vast experience in Financial Areas and other related aspects. He works on all the finance related requirements and and deals with banks/financial institutions etc..

**e) Any other relevant information:**

Mr. Navneet Gupta holds 600 Equity Shares of the Company constituting 0.00% of the Paid up-equity share capital of the company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives except Mr. Navneet Gupta, being the appointee are in any way, financially or otherwise, concerned or interested in the above Resolution(s).

**FOR ITEM NO.8:**

Mr. Vinod Kumar Goyal, holding of office or place of profit/employment as "Chief Executive Officer" (CEO) of the Company on a total remuneration with effect from July 1, 2017, as may be decided from time to time, and which may exceed Rs. 2,50,000/- per month. Further, besides salary, his remuneration will also include all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities, and conveniences etc., as per rules.



Mr. Vinod Kumar Goyal, aged 58 years, (MBA), besides being responsible for the overall management of the Company along with Mr. Neeraj Saluja and Mr. Dhiraj Saluja, also looks after complete operations of the Company. Further Mr. Vinod Kumar Goyal has over 36 years of Professional Experience in Textile Industry.

Mr. Vinod Kumar Goyal, being a Director is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, at a monthly remuneration exceeding Rs.2,50,000/- requires approval by way of special resolution of the Company.

Hence; approval of members is sought for his appointment in and payment of remuneration as proposed in the resolution under this item of business.

The information as required in accordance with Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Mr. Vinod Kumar Goyal.
- (b) Name of the Director or Key Managerial Personnel who is related, if any: Mr. Vinod Kumar Goyal, himself being a Director on the Board;
- (c) Nature of relationship: Mr. Vinod Kumar Goyal, himself being a Director on the Board of the company is the related party.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Mr. Vinod Kumar Goyal, holding of office or place of profit/employment as "Chief Executive Officer" (CEO) of the Company with effect from July 1, 2017 on a total remuneration as may be decided from time to time, and which may exceed Rs. 2,50,000/- per month. Besides salary, his remuneration will also include all basic,

additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities, and conveniences etc., as per rules.

Further, the terms of employment and remuneration of Mr. Vinod Kumar Goyal, may be varied from time to time, based on the industry standards prevailing for similar position, and based on his performance evaluation. No duration or period for his employment is fixed, however, termination and other terms shall be governed as per rules and HR policy.

Mr. Vinod Kumar Goyal, aged 58 years, (MBA), besides being responsible for the overall management of the Company along with Mr. Neeraj Saluja and Mr. Dhiraj Saluja, also looks after complete operations of the Company. Further Mr. Vinod Kumar Goyal has over 36 years of Professional Experience in Textile Industry.

e) Any other relevant information:

Mr. Vinod Kumar Goyal, does not hold any Shares of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives except Mr. Vinod Kumar Goyal, being the appointee are in any way, financially or otherwise, concerned or interested in the above Resolution(s).

**By Order of the Board,  
For SEL MANUFACTURING COMPANY LTD.**

**LUDHIANA- 25.07.2017**  
**Regd. Off.:**  
**274, Dhandari Khurd,**  
**G.T. Road, Ludhiana-141014 (Pb.)**  
**CIN : L51909PB2000PLC023679**

**(RAM SARAN SALUJA)**  
**DIRECTOR**  
**DIN : 01145051**