



ANNUAL REPORT 2017-18

SEL Manufacturing Company Ltd.

BOARD OF DIRECTORS

(2017-18)

Sh. Ram Saran Saluja
Sh. Neeraj Saluja
Sh. Dhiraj Saluja
Sh. Vinod K. Goyal
Sh. Navneet Gupta
Sh. Ashwani Kumar
Sh. Ranjan Madaan
Smt. Paramjit Kaur
Sh. Joginder Kumar Gupta

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

AUDITORS

Malhotra Manik & Associates
Chartered Accountants,
708/6-B, St. No. 19-A,
Punjab Mata Nagar,
Pakhawal Road,
Ludhiana 141 002 (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,

I am pleased to come with you amid a steady revival in the Indian economy as well as the global industry. Last year was a year of consolidation and structural reforms in the Indian economy including the implementation of the goods and services tax (GST), which will enable to eliminate internal barriers to trade, increase efficiency and improve tax compliance. Despite a slowdown in investment momentum, Indian economy was supported by a strong private consumption and registered an expansion of approx. 6.7% during F.Y. 2018. In addition to GST, the Indian government undertook a number of initiatives such as recapitalisation of banks which is aimed to improve business environment and to support growth.

However, we have been facing difficult operating environment due to liquidity crunch as the credit facilities envisaged and sanctioned under CDR package were not released by the lenders to the Company, which resulted in sub-optimum utilization of manufacturing facilities. Due to non-disbursement of funds the Company could not complete one of its spinning projects where substantial amount was already incurred. All this has led to adverse financial performance and erosion in net worth of the Company.

The Corporate Insolvency Resolution Process (CIRP) under "Insolvency and Bankruptcy Code, 2016" (IBC) has been initiated for the Company after the petition filed by State Bank of India in its capacity as financial creditor was admitted by the Hon'ble National Company Law Tribunal, Chandigarh Bench (NCLT). However, the Corporate Insolvency Resolution Process (CIRP) has been kept in abeyance vide order dt. 22nd June, 2018 of Hon'ble High Court of Punjab & Haryana.

I would like to take this opportunity to thank all our stakeholders for their continuous support and belief in the Company. I would also like to sincerely appreciate all the employees for their passion and dedication towards the Company. 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 18th Annual General Meeting of the Members of the Company will be held on Thursday, the 27th day of September, 2018 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, 2018 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, 2018 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. Ram Saran Saluja, (DIN: 01145051), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS:-

3. **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 2018-19 amounting to Rs.77,000 exclusive of GST as applicable and re-imbursment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."
4. **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. Neeraj Saluja, as the Managing Director of the Company for a further period of three years w.e.f. 26.05.2018 on a consolidated amount of Salary upto Rs. 14,00,000/- 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 Managing 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.

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 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. Dhiraj Saluja, as Chief Marketing Officer (CMO) of the Company, with effect from October 1, 2018, on total remuneration which may exceed Rs. 2,50,000/- per month; including but not



SEL Manufacturing Company Ltd.

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. Dhiraj 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."

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 Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) to (a) give any loan to any body corporate(s) / person(s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate/ other entity etc. , whether in India or outside India, from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem appropriate, for an amount not exceeding Rs. 3000.00 Crores (Rupees Three Thousand Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be

necessary, proper, expedient or incidental for giving effect to this resolution.

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

LUDHIANA- 07.08.2018

Regd. Off.:

274, Dhandari Khurd,

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

CIN: L51909PB2000PLC023679

(RAM SARAN SALUJA)

DIRECTOR

DIN : 01145051

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, 2018 to September 27, 2018 (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 18th 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. 20.09.2018 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 24.09.2018 and ends at 05.00 pm on 26.09.2018. 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 20.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. 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. 20.09.2018 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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, under help section or write an email to 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 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 18th 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. 3:

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 2018-19 at a remuneration of Rs. 77,000/- excluding the applicable



GST and reimbursement of out of pocket expenses incurred by him in connection with the audit.

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.4:

The Board of Directors of your Company have re-appointed Mr. Neeraj Saluja (DIN: 00871939) as the Managing Director of the Company for a further period of three years w.e.f. 26.05.2018 subject to the confirmation of his re-appointment and remuneration by the members of the Company. The remuneration proposed to be paid to Managing Director has been approved by the Remuneration Committee of the Board and the resolution is put for your approval in this meeting. Mr. Neeraj Saluja, Managing Director of the Company is responsible for the overall management of our Company and provides strategic direction in selection of technology and machineries, in setting up new manufacturing facilities, improvement of production processes and exploring and diversifying into new ventures. 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. 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.5:

Mr. Dhiraj Saluja, working as "Chief Marketing Officer" (CMO) of the Company with effect from October 1, 2018 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. Dhiraj Saluja, aged 46 years has over 22 years of

experience in textile industry. He has vast experience in overseeing marketing of yarn, garments, terry towels etc. and looks after the complete function of marketing and delivery of our Company's products to the end customer.

Mr. Dhiraj 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 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. Dhiraj Saluja
- (b) Name of the Director or Key Managerial Personnel who is related, if any: Mr. Dhiraj Saluja, himself being a Director on the Board
- (c) Nature of relationship: Mr. Dhiraj 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. Dhiraj Saluja, working as "Chief Marketing Officer" (CMO) of the Company with effect from October 1, 2018 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.Dhiraj Saluja, may be varied from time to time, based on the industry standards prevailing for similar position, and based on his performance evaluation. Other terms would be governed as per rules and HR policy

Mr. Dhiraj Saluja, aged 46 years has over 22 years of experience in textile industry. He has vast experience in overseeing marketing of yarn, garments, terry towels etc. and looks after the complete function of marketing and delivery of our Company's products to the end customer.



e) Any other relevant information:

Mr. Dhiraj Saluja holds 8371506 Equity Shares of the Company constituting 2.53% 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. Neeraj Saluja being relatives and Mr. Dhiraj Saluja being the appointee are in any way, financially or otherwise, concerned or interested in the above Resolution(s).

FOR ITEM NO.6:

SEL Manufacturing Company Limited, being a holding company/ ultimate parent company in SEL Group, is required to make investments / provide securities / give guarantees to lenders /regulatory authorities / others for and on behalf of one or more of its subsidiaries / step down subsidiaries/ and other entities, from time to time, for implementation of various projects viz.,existing / under development/ new projects.

It is pertinent to note that, the Company, being the ultimate parent / holding company, is required to invest in equity, provide guarantees in the form of equity support / corporate guarantees / sponsor / shortfall undertakings, to name a few, to its subsidiary and other entity etc. which are implementing the projects.

Pursuant to the provisions of section 186(3) of the

Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the limits prescribed thereat.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 3000.00 Crores (Rupees Three Thousand Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

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).

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

LUDHIANA- 07.08.2018

Regd. Off.:

274, Dhandari Khurd,

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

CIN : L51909PB2000PLC023679

(RAM SARAN SALUJA)

DIRECTOR

DIN : 01145051



ANNEXURE TO NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING SCHEDULED FOR 27TH SEPTEMBER, 2018

Name of Director with DIN	Mr. Ram Saran Saluja (DIN: 01145051)	Mr. Neeraj Saluja (DIN : 00871939)	Mr. Dhiraj Saluja (DIN : 01144870)
Resume including Expertise in specific functional area	Mr. Ram Saran Saluja is our Chairman (Non-Executive). He has over 50 years of experience in the textile industry. As Chairman he provides strategic direction to our Company	Mr. Neeraj Saluja, Managing Director & COO is responsible for the overall management of the Company and provides strategic direction in selection of technology and machineries, in setting up new manufacturing facilities, improvement of production processes and exploring and diversifying into new ventures etc.	Mr. Dhiraj Saluja, Jt. Managing Director & CMO of the Company besides being responsible for the overall management of the Company along with Mr. Neeraj Saluja, is also incharge of overseeing marketing of yarn, garments, terry towels etc. and looks after the complete function of marketing and delivery of our Company's products to the end customer.
List of other Companies in which Directorship held	1) SEL Textiles Ltd. 2) Shiv Narayan Investments Pvt. Ltd. 3) SEL Aviation Pvt. Ltd. 4) SEL Renewable Power Ltd. 5) Silverline Corporation Ltd.	1. SEL Textiles Ltd. 2. SEL Aviation Pvt. Ltd. 3. Shiv Narayan Investments Pvt. Ltd. 4 Silverline Corporation Ltd. 5. SEL Renewable Power Ltd. 6. Rythm Textile & Apparels park Ltd.	1)SEL Renewable Power Ltd. 2)Silverline Corporation Ltd. 3)Shiv Narayan Investments Pvt. Ltd. 4)SEL Aviation Pvt. Ltd. 5) SEL Textiles Ltd.
Chairman/Member of the Committee of Board of Directors of other Companies	-----	Rythm Textile & Apparels park Ltd. 1) Audit Comtt.	-----
Inter-Se relationship with other Directors of the Company	Father of Mr. Neeraj Saluja and Mr. Dhiraj Saluja, other Directors of the Company.	Son of Mr. Ram Saran Saluja and brother of Mr. Dhiraj Saluja, other Directors of the Company.	Son of Mr. Ram Saran Saluja and brother of Mr. Neeraj Saluja, other Directors of the Company.
Shareholding in the Company	4621505	9871510	8371506