



35th
Annual Report
2015 -16

Satia Industries Limited

BOARD OF DIRECTORS

DR. AJAY SATIA
SH. R.K.BHANDARI
SH. AVINASH CHANDER AHUJA
SH. A.KRISHNA
SH. S.K. ARORA
SH. DINESH SHARMA
SH. I.D. SINGH
SMT. BINDU SATIA
SH. CHIRAG SATIA
SH. J.R. SHARMA

CHAIRMAN CUM MANAGING DIRECTOR
WHOLE TIME DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR
DIRECTOR
EXECUTIVE DIRECTOR
DIRECTOR (LEGAL)

Chief Financial Officer

Sh. Ashok Kumar Khurana

Company Secretary

Mr Rakesh Kumar Dhuria

Statutory Auditors

M/s.Rakesh Bansal & Co.
Chartered Accountants
Muktsar-152026

Registered Office & Works

Malout - Muktsar Road,
Village Rupana
Distt. Muktsar - 152032
(Punjab)

Branch Offices

613-615, Naurang House,
21 K.G. Marg, New Delhi-110001

SCO 90-92, Sector 80 C,
Madhya Marg,
Chandigarh - 160018

304, Navjeevan Complex,
29 Station Road,
Jaipur - 302006

BANKERS

Punjab National Bank
Central Bank of India
Andhra Bank
Indian Overseas Bank

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Registrar and Transfer Agent

Beetal Financial & Computer Services (P) Ltd
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Complex,
Near Dada Harsukhdas Mandir, New Delhi-110062
Phone : 011-29961281-83, Fax:011-29961284
Email: beetal@rediffmail.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of the Members of Satia Industries Ltd. will be held on Friday, 30th September, 2016 At 10:00 A.M. at the Registered Office of the Company at VPO Rupana, Malout Muktsar Road, Muktsar to transact the following businesses:-

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2016 and Profit and Loss Account for the year ended on that date along with the Report of the Auditors and Directors thereon.
2. Sh. J.R.Sharma (Din No 00746574), retires by rotation and does not seek his re-appointment.
3. Sh A.Krishna (Din No 00904526) Director of the Company retire by rotation and does not seek his re-appointment.
4. **To Consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:-**

“RESOLVED that consent of the Company be and is hereby accorded to the ratification of the appointment of M/s Rakesh Bansal & Co., Chartered Accountants, Muktsar (ICAI Registration No.090278), who were appointed to hold office from the conclusion of 33rd Annual General Meeting until the conclusion of the 36th Annual General Meeting as a statutory Auditors of the Company on such remuneration as may be fixed by the Board of Directors of the Company”.

Special Business

5. **To Consider the issue of Convertible Equity Warrants on Preferential Basis and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution :-**

“RESOLVED THAT pursuant to the provisions of Sections 42,62 and all other applicable provisions, if any, of the Companies Act,2013(including any

amendment thereto or re-enactment thereof)[herein after referred to as” the Act’],applicable rules, guidelines, regulations, notifications and circulars of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other concerned and relevant authorities and enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreement entered into by the Company with the stock exchanges where the shares of the Company are listed in accordance with the applicable provisions of the SEBI(issue of Capital and Disclosure Requirement) Regulations 2009 (Regulations”) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011(Takeover Regulations’) as amended and subject to such consent, approval permission or sanction of SEBI,RBI and any other bodies, authorities and institution, as may be necessary and further subject to such terms and condition as may be prescribed by any of them while granting any approval, consent, permission or sanction and/or considered appropriate by the Board of Directors(herein after referred to as “Board” which shall be deemed to include any committee which the Board may constitute and/or delegate to exercise its powers) as its absolute discretion, the consent of the Company is hereby accorded to create, offer, issue and allot 9800000 convertible equity warrants on a preferential basis (herein referred to as “Warrants”) to such Person (other than promoters) (“Allottees”) as the Board may decide in its absolute discretion, with each Warrant, convertible into one equity share of the Company of nominal value of Rs.10/- each at a price of Rs. 26.80/- (Consideration) which include a premium of Rs.16.80/- per share, the minimum price calculated in accordance with the Regulations for preferential allotment of Warrants and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.”

“RESOLVED FURTHER THAT the “relevant date” in relation to the issue and for the purpose of pricing of Warrants in accordance with Clause 71 & 76 of



the Regulations would be 31st August, 2016 ,being the date of 30 days prior to the date on which this meeting of the members is held.”

“RESOLVED FURTHER that the issue of Warrants as above, shall be subject to the following terms and conditions:

- a) The Warrant shall be convertible (at the sole option of the Warrant holders) within a period of 18 months from the date of allotment of Warrants.
- b) Each Warrant shall be convertible into one equity share of nominal value of Rs.10/- each at a price of 26.80/- which include a premium of Rs.16.80/- per share.
- c) The applicants for Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the Consideration per Warrant.
- d) The Warrant holder(s) shall on or before the date of exercise of the conversion option, pay the balance 75% of the consideration of the Company.
- e) The amount referred to in© above shall be forfeited, if, any to the extent, of the option to acquire shares is not exercised within the due date.
- (f) The number of Warrants and the price per warrant shall be appropriately adjusted, subject to the Act and the Regulations, for corporate actions such as bonus issue, right issue, stock split, merger, demerger, or any such capital or corporate restructuring, as may be applicable.
- (g) The lock in of equity shares acquired as a result of conversion of Warrants shall be for a period of one year in the case of allottee other than promoters from the date of trading approval granted, Further, the entire pre-preferential shareholding of the Allottees, shall be locked – in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78 (6) of the Regulations.

h) Allottees shall comply with the provision of the Takeover Regulations as amended and prevailing from time to time as regards the acquisition of share, if any

i) Any other conditions as may be prescribed by the Board at the time of allotment.

“RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to proceed with the issue of the Warrants, including the size and relative components of the same and for the purpose of giving effect to this issue or allotment of Warrants and to do all such acts ,deeds, matters, and things as it may deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankerts, or any other agencies as may be required, and entering into arrangement of listing, trading, depository service and such other arrangements and agreements as may be necessary, and also to seek listing of the equity shares representing the same in Bombay Stock Exchange (BSE Ltd.) with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to such issue, offer or allotment of Warrants and in complying with any regulations, as it may be discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, vary, modify, alter any of the terms and conditions of the Proposed issue including reduction of the size of the issue as it may deem Expedient in its discretion”.

6. To Consider the increase in Authorised Share Capital of the Company and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution

“RESOLVED that pursuant to Article 55 of the Articles of Association of the company and

provisions of section 61 read with section 64 and all other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and other rules framed there under, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the company from existing Rs.12,00,00,000/- (Rupees twelve crore) divided into 1,20,00,000 (One crore twenty lac) equity share of Rs.10/each to Rs 22,00,00,000 (Twenty two crores) divided into 2,20,00,000 (Two crores twenty lac) equity share of Rs.10/-each

“RESOLVED FURTHER THAT consequent to the increase in the Authorized Share Capital, Clause v of the Memorandum of Association of the company (herein after referred as MOA) is hereby altered to read as under:

- V. The Authorized Share Capital of the company is Rs.220000000/- (Rs twenty two crores) divided into 22000000 (Two crores twenty lac) Equity share of Rs.10/-each with powers to increase or reduce the capital of the company and to attach thereto such preference shares either subject to or free from income tax as may be determined in accordance with the regulations of the Company to vary modify or any such rights, privilege or conditions In such manner as may for the time being be provided by the regulation of the company”.

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds matter and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution”

Place : Rupana
Dated : 13.08.2016

By Order of the Board
For Satia Industries Ltd.

(Rakesh Kumar Dhuria)
Company Secretary



NOTES:

- 1) A Member entitled to attend and vote at the Meeting is entitled to appoint proxy to attend and vote on poll instead of himself and the proxy need not be a Member of the Company. The proxies should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
- 2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 shall not act as a proxy for any other person or shareholder
- 3) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
- 4) Members are requested to bring their copies of Annual Report at the Meeting.
- 5) All documents as referred in the above notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days between 11:00 A.M. to 1:00 P.M. up to the date of Annual General Meeting.
- 6) Members seeking any information with regards to Annual Accounts at the time of Meeting, are requested to send their queries to the company so as to reach at least ten days before the date of Meeting, to enable the management to keep the relevant information ready at the time of Meeting.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2016 to 30.09.2016 both days inclusive.
- 8) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration)

Rules, 2014, the Shareholders are informed that the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate E-voting. E-voting is optional and Members shall have the option to vote either through e-voting or in person at the General Meeting. The detailed procedure is mentioned below. For the aforesaid purpose, the Company has appointed Mr Gaurav Bansal, Chartered Accountant as scrutinizer for scrutinizing e-voting process in a fair and transparent manner

The instructions for shareholders voting electronically are as under:-

- A. The voting period begins on 27.09.2016, 9.00 AM and ends on 29.09.2016 at 5.00PM During these period shareholders holding share either in physical form or in dematerialized form as on the cut-off date 23.09.2016 (record date) may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting thereafter.
 - i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - iii) Click on Shareholders.
 - iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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. Sequence number is printed on the label of address affixed on the Annual Report. 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 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Satia Industries Ltd on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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.

- 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 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23.09.2016 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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

9. M/s Gaurav Bansal, Chartered Accountant in practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner(including the ballot forms).The Scrutinizer shall within a period of two working days for the conclusion e-voting period, unblock the votes in presence of at least 2 witnesses not in employment of the Company and make a report of the vote cast in favour or against, if any, forthwith to the Chairman of the Company.

10. The Results shall be declared within two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be placed in the Company website.

EXPLANATORY STATEMENT OF MATERIALS FACTS IN RESPECT OF THE SPECIAL BUSINESS

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

As per Section 62(1) C, 42 and other applicable provisions if any of the Companies Act, 2013 as amended and the rules made there under (The "Act") and other applicable provisions, if any and chapter V11 of the SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 as amended (SEBI (ICDR)) Regulations and such approval, consents, permission and sanction as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company by way of special resolution is required for allotment of warrants on preferential basis to non-promoters.

The relevant disclosures as required in term of the Act and SEBI (ICDR) Regulations are as under:-

a) Objects of the issue

In the long term interest of the Company and to meet the fund requirements for projects, working capital needs and general corporate purposes, the Company proposes to issue 9800000 Warrants convertible into equity shares on preferential basis (Warrants) to the non-promoters. The proposed issue and allotment of the Warrants as above require the approval of the members by a special resolution pursuant to the provision of Section 42,62 and other applicable provision, if any, of the Companies Act,2013 (including amendment thereto or re-enactment thereof),applicable rule, regulations, notification and circulars of the Securities and Exchange Board of India (SEBI), Reserve Bank of India(RBI)and other concerned and relevant authorities and enabling provisions of the Memorandum and Articles of Association of the Company and provision of the listing agreement

entered into by the Company with the stock exchanges.

b) No. of Warrants, Relevant Date and issue Price

The Company proposes to issue 9800000 Warrants each convertible into 1 equity share of the Company, of the nominal value of Rs.10/- each at a premium of Rs.16.80 per share totaling to an issue of Rs. 262640000/- in accordance with the provision of Chapter V11 titled "Preferential issue" of SEBI (issue of Capital and disclosure Requirement) Regulation 2009, as amended (Regulations) and for the purpose of the Regulations, the relevant date is 31.08.2016. The subscriber(s) to Warrants shall, on the date of allotment, pay an amount equivalent to 25% of the consideration per Warrant and pay the balance 75% of the consideration on or before the date of exercise of the conversion option.

The minimum price calculated in accordance with the Regulations comes to Rs 26.80/-

c) Identity of proposed Allottees

The following persons/companies, have proposed and expressed their intention to subscribe to the Convertible Equity Warrants to be offered pursuant to the Special Resolution.

Sr. No	Name of the Proposed Allottees	No. of warrant proposed to be subscribed	% of post preferential issued capital assuming(1) no further Increases in share capital in between and (11) allotment of Equity shares against all warrants
1	RKB Sales Private Limited	2600000	13.13
2	White Gold Transport Private Ltd	2600000	13.13
3	Krishna Gardens Private Limited	360000	1.82

4	Double A Port Folio Management Services Private Limited	2120000	10.71
5	Shree Geeta Cottex Limited	2120000	10.71

Warrants/Equity Shares proposed to be allotted to RKB Sales Private Limited, White Gold Transport Private Ltd, Krishna Gardens Private Limited, Double A Port Folio Management Services (P) Ltd. & Shree Geeta Cottex Ltd.

Identity of the natural persons who are the ultimate beneficial owners of the equity shares and equity warrants proposed to be allotted and/or who ultimately control proposed allottees and change in control, if any in the issuer consequent to the preferential issue.

Name of Allottees	Category	PAN No.	Natural Persons who are the ultimate beneficial owner
RKB Sales Private Ltd.	Non-Promoters	AADCR 2913H	1) Mr Ravi Kumar 2) Mr Bhupinder Kumar
White Gold Transport Private Limited	Non-Promoters	AAACW 5324Q	1) Sh Resham Singh 2) S. Saroop Singh Brar 3) Sh Kewal Krishan 4) S. Avtar Singh 5) S. Nazar Singh 6) Mr T.D. Singla 7) Sh Balram Kumar 8) Sh Rajeev Sood 9) Sh Anmol Kalia 10) Sh Vishal S A 11) Sh Ashok Kumar Abrol 12) Sh Aman Jaiswal 13) Mr Tej Singh Bhatia 14) Mrs Tara Vanti
Double A Port Folio Management Services Private Ltd	Non-Promoters	AAACD 6770B	1) Sh Rajan Gupta 2) Ms. Monica Goel 3) Sh Parveen Gupta 4) Ms Meenakshi Gupta 5) Parveen Goel HUF
Shree Geeta Cottex Ltd.	Non-Promoters	AAQCS 3154C	1) Sh Ashwani Kumar Gupta 2) Sh Parveen Goel 3) Parveen Goel HUF

Change in Control

As a result of the proposed preferential issue of equity shares and preferential issue of equity warrants. There will be no change in the control of the Company.

d) Intention of the Promoters/Non-Promoters

None of the Promoters or Directors or their relatives or key management personal of the Company will be subscribing to the warrants proposed to be issued.

e) Shareholding pattern before and after the preferential issue

Sr. No.	Particulars	Pre-issue		Post issue	
		No.of shares	% to capital	No.of shares	% to capital
	Promoter holding	4475227	44.75	4475227	22.60
	Sub-Total	4475227		4475227	22.60
	Non Promoter Holding	-	-	-	-
	Institutional Investors	-	-	-	-
	Mutual Funds and UTI	-	-	-	-
	Banks	-	-	-	-
	Other				
	Bodies Corporate	3849819	38.50	13649819	68.94
	Indian Public	1674954	16.75	1674954	8.46
	Sub Total	5524773	55.25	15324773	77.40
	Grand Total	10000000	100	19800000	100

Note

1) The above shareholding pattern has been prepared on the basis of the shareholding as on 30.08.2016. The post issue shareholding pattern has been arrived on the assumption that the entire 9800000 Warrants proposed to be issued to non-promoters would be converted into equity shares and provided that there are no other changes in issued capital of the Company.

f) Proposed time limit within which the preferential issue shall be completed

The Company shall complete the allotment of the Warrants within 15 days from the date of passing of the aforesaid Special Resolution by the members, or within 15 days from the date of order(s) approvals(s) permissions(s) of the government / regulatory authorities required in connection with the proposed issue of warrants, as the case may be.

g) Lock in

The Warrants and the Equity Shares allotted pursuant to exercise of entitlement attached to warrants shall be subject to 'lock in as per the Regulations.

The entire pre-preferential shareholding of the Allottees shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulations 78(6) of the Regulations

h) Auditors Certificate

The certificate from Statutory Auditors required under the Regulations shall be placed before the members at the proposed Annual General Meeting.

i) Undertaking

The Company undertakes that if required, the price shall be recomputed in terms of the provisions of the Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the Regulations, the Warrants shall continue to be locked in till such amount is paid by the allottee(s)