

NOTICE OF 36TH ANNUAL GENERAL MEETING



SINGER INDIA LIMITED

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CIN : L52109DL1977PLC025405



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NOTICE OF 36TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty sixth Annual General Meeting of the Members of Singer India Limited will be held as scheduled below :

Day : Wednesday

Date : 12th November, 2014

Time : 3:00 P.M.

Place : Sri Sathya Sai International Centre, Pragati Vihar,

Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 30th June 2014 and the Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended on 30th June, 2014.
3. To appoint a Director in place of Mr. Gavin Walker (DIN: 01216863), who retires by rotation and, being eligible, offer himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration. In this connection, to consider and if thought fit to pass with or without modification, the following resolution which will be proposed as an Ordinary Resolution :

“RESOLVED THAT M/s Ray & Ray, Chartered Accountants (Firm Registration No. 301072E) be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting to hold such office for a period of 3(three) years subject to ratification in every Annual General Meeting till the conclusion of Thirty Ninth Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS :

5. Appointment of Mr. Paresh Nath Sharma (DIN: 00023625) as an Independent Director

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 149, 152 and other applicable provisions if any of the Companies Act, 2013, Rules 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with part IV of Schedule IV of the Companies Act, 2013, Mr. Paresh Nath Sharma (DIN: 00023625), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria of dependence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation.”

6. Appointment of Mr. Deepak Sabharwal (DIN: 00173116) as an Independent Director

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 149, 152 and other applicable provisions if any of the Companies Act, 2013, Rules 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with part IV of Schedule IV of the Companies Act, 2013, Mr. Deepak Sabharwal (DIN: 00173116) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation.”

7. Appointment of Mr. Ajit Kumar (DIN: 00106597) as an Independent Director

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 149, 152 and other applicable provisions if any of the Companies Act, 2013, Rules 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules 2014 read with part IV of Schedule IV of the Companies Act, 2013, Mr. Ajit Kumar (DIN: 00106597) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five years from the conclusion of this Annual General Meeting and that he shall not be liable to retire by rotation.”

8. Appointment of Mrs. Madhu Vij (DIN: 00025006) as an Independent Director

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mrs. Madhu Vij, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 27th August, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of her appointment as an additional Director of the Company and that she shall not be liable to retire by rotation."

9. To consider and if thought fit to pass with or without modification the following resolution which will be proposed as Special Resolution :

"RESOLVED THAT subject to the approval of Central Government if any and in accordance with the applicable provisions of the Section 197 Companies Act, 2013 read with Schedule V and any other enabling provisions of Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines thereunder, consent be and is hereby accorded to variation in terms of remuneration paid or payable to Mr. Rajeev Bajaj, Managing Director (DIN: 02284467) of the Company with effect from 1st day of July, 2014 till the remaining period of his tenure upto 30th September, 2014 with the liberty to the Board of Directors to alter and vary the terms and conditions as set out in the explanatory statement annexed hereto."

"RESOLVED FURTHER THAT if the Company has no profit or inadequate profits, the remuneration as set out in the explanatory statement annexed hereto shall also be the minimum remuneration payable to Mr. Rajeev Bajaj, pursuant to the applicable provisions of the Section 197 Companies Act, 2013 read with Schedule V and any other enabling provisions of Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines thereunder."

10. **To consider and if thought fit to pass with or without modification the following resolution which will be proposed as Special Resolution :**

“RESOLVED THAT subject to the approval of Central Government if any and in accordance with the applicable provisions of the Section 197 Companies Act, 2013 read with Schedule V and any other enabling provisions of Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines thereunder, this Meeting hereby approves the re-appointment of Mr. Rajeev Bajaj, as Managing Director of the Company for a period of three years with effect from 1st October, 2014, on such remuneration, terms & conditions as provided in Explanatory Statement annexed hereto, with the liberty to the Board of Directors to alter and vary the terms and conditions as set out in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT if the Company has no profit or inadequate profits, the remuneration as set out in the explanatory statement annexed hereto shall also be the minimum remuneration payable to Mr. Rajeev Bajaj, pursuant to the applicable provisions of the Section 197 Companies Act, 2013 read with Schedule V and any other enabling provisions of Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines thereunder.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SINGER INDIA LIMITED**

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Place : New Delhi

(Ashish Srivastava)

Dated : 14.10.2014

Company Secretary

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto in respect of Special Business.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 1st day of November, 2014 to 12th November, 2014 (both days inclusive).

5. Dividend on equity shares as recommended by the Board of Directors for the financial year ended 30th June, 2014, when declared at the Meeting will be paid
 - (i) to those Members whose names shall appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / RTA on or before 1st November, 2014.
 - (ii) to all beneficial owners in respect of shares held in electronic form whose names shall appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) at the end of business hours on 1st November, 2014.
6. In order to preserve the environment & minimize use of paper, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report.
7. Members who are holding shares in identical order of names in more than one folio are requested to write to the Share Department of the Company, enclosing the shares certificates to enable the Company to consolidate their holdings in one folio. The share certificates will be returned to the members after making necessary endorsements in due course.
8. Members are requested to produce the enclosed attendance slip, duly signed in accordance with the specimen signatures registered with the Company for admission in the meeting hall.
9. It will be desirable that queries, if any, on the accounts and operation of the Company are sent to the Company 10 days in advance of the meeting so that the answers may be made readily available, which would be appreciable.
10. The shares of the Company are being compulsorily traded in dematerialized (i.e. electronic form only) in the Bombay Stock Exchange. If you are still holding the shares in physical form, you are advised to dematerialise your shares. For your information ISIN no. of the company is INE 638A01027 for both the depositories, viz National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL).

11. Documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered office of the Company during office hours on all working days except Saturdays, Sundays and other Holidays between 11.00 A.M. and 1.00 P.M. upto the date of Annual General Meeting.
12. Pursuant to Clause 49 of Listing Agreement, profile of directors to be re-appointed at the ensuing Annual General Meeting has been given in the Corporate Governance Report attached to the Annual Report.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors of the Company has appointed Mr. Hari Om Gulati, a Company Secretary in practice, as the Scrutinizer for this purpose. Please note that the voting through electronic means is optional to the Members. The procedure with respect to e-voting as provided by the CDSL is as below :

Voting through electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below :

The instructions for members for voting electronically are as under :-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.

(vi) 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 and as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 last 8 digits of the demat account / folio number in the PAN field. In case the folio 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. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to log in. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date i.e. 10th October 2014 in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.