



SUBHASH SILK MILLS LIMITED

**49TH
ANNUAL REPORT
2018-2019**

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
Name of Directors & KMP with DIN/PAN & Designation

Mr.	Sumeet S. Mehra	(00342934)	Chairman
Mr.	Dhiraj S. Mehra	(01409010)	Managing Director
Mr.	Lav Kumar Vadehra	(01936360)	Director
Mr.	Radhe Mohan Malhotra	(01874316)	Director
Mr.	Anant Singhania	(00019992)	Director
Mrs.	Nameeta S. Mehra	(01874270)	Director
Mrs.	Priyanka Mankame	(APNPM7168P)	Chief Financial Officer
Ms.	Paridhi Somani	(CJUPS6721H)	Company Secretary

AUDITORS:

M/s. Govind Prasad & Co.

BANKERS:

Axis Bank
State Bank of India
Citibank N.A.

REGISTERED OFFICE & CONTACT DETAILS:

G-15, Ground Floor, Prem Kutir,
177 Marine Drive, Mumbai 400020
Contact No.: 022-40619000
Email Id: cs@subhashsilk Mills.com
Website: www.subhashsilk Mills.com

REGISTRAR & TRANSFER AGENT:

M/s. Purva Shareregistry (India) Pvt. Ltd.
Shiv Shakti Industrial Estate, 9, Sitaram Mills
Compound, J.R. Boricha Marg, Lower Parel,
Mumbai - 400011

Important Communication to Members

The Ministry of Corporate Affairs has now permitted companies to send various notices / documents under the Companies Act, 2013, to its shareholders, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of the shares held in the Company with the M/s. Purva Shareregistry (India) Pvt. Ltd. (RTA). Please quote the following particulars in the E-Mail Registration Request: Folio No. / DP ID-Client ID, PAN, Name(s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for sending future communications through E-Mail) and send the same under your signature(s).

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE **FORTY NINTH ANNUAL GENERAL MEETING** OF THE MEMBERS OF **SUBHASH SILK MILLS LIMITED** (CIN: L17106MH1970PLC014868) WILL BE HELD AT THE **INDIAN MERCHANTS CHAMBER, ASHOK BIRLA BOARD ROOM, 3RD FLOOR, CHURCHGATE, MUMBAI - 400020** ON **MONDAY, SEPTEMBER 30, 2019 AT 11:30 AM** TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements:** To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended **March 31, 2019** and the Reports of the Board of Directors and Auditors thereon.
2. **Appointment of Mr. Sumeet Mehra (DIN 00342934) as a Director liable to retire by rotation:** To appoint a Director in place of **Mr. Sumeet Mehra (DIN 00342934)**, who retires by rotation and, being eligible, offers himself for re-appointment. The shareholders are requested 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 Articles of Association and Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of **Mr. Sumeet Mehra (DIN 00342934)**, as Director, to the extent that he is eligible to retire by rotation.”
3. **Appointment of Statutory Auditors:** To appoint the Statutory Auditors of the Company and to fix their remuneration and 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 provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to recommendations of Audit Committee and of Board of Directors, **M/s. Govind Prasad & Co.,** Chartered Accountants, Mumbai (Firm Registration No. **114360W**) be and are hereby appointed as the Statutory Auditors of the Company to hold office for FY 2019-20 (i.e. for one financial year under casual vacancy) from the conclusion of this Annual General Meeting up to the conclusion of the Fiftieth (50th) Annual General Meeting of the Company, on remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.”

“**RESOLVED FURTHER THAT** Mr. Dhiraj Mehra, Managing Director of the Company and/or Mr. Sumeet Mehra, Chairman and Director of the Company be and are hereby severally authorised to file necessary e-form with Ministry of Corporate Affairs including issuance of appointment letter to the Auditors and to do all such acts, deeds, things necessary or incidental to give effect to this resolution.”

SPECIAL BUSINESS:

4. **Re-Appointment of Mr. Lav Kumar Vadehra (DIN 01936360) as Independent Director in the Company for the second term 5 years :** To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to provision of Section 149, 152, 160 of the Companies Act 2013 and rules made thereunder along with such other provisions of the Act as may be applicable, Mr. Lav Kumar Vadehra (DIN 01936360) be and is hereby re-appointed as Independent Director of the Company with effect from the date of this meeting upto up to the 54th Annual General Meeting of the Company in the calendar year 2024.”

“RESOLVED FURTHER THAT Mr. Dhiraj Mehra, Managing Director of the Company, Mr. Sumeet Mehra, Chairman and Director of the Company and/or Ms. Paridhi Somani, Company Secretary of the Company be and are hereby severally authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings etc. as may be necessary in this regard including filing of necessary e-forms with Ministry of Corporate Affairs and issuance of appointment letter.”

5. Re-Appointment of Mr. Radhemohan Malhotra (DIN 01874316) as Independent Director in the Company for the second term 5 years: To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ***Special Resolution***:

“RESOLVED THAT pursuant to provision of Section 149, 152, 160 of the Companies Act 2013 and rules made thereunder along with such other provisions of the Act as may be applicable, **Mr. Radhemohan Malhotra (DIN 01874316)** be and is hereby re-appointed as Independent Director of the Company with effect from the date of this meeting upto up to the 54th Annual General Meeting of the Company in the calendar year 2024.”

“RESOLVED FURTHER THAT Mr. Dhiraj Mehra, Managing Director of the Company, Mr. Sumeet Mehra, Chairman and Director of the Company and/or Ms. Paridhi Somani, Company Secretary of the Company be and are hereby severally authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings etc. as may be necessary in this regard including filing of necessary e-forms with Ministry of Corporate Affairs and issuance of appointment letter.”

6. Re-Appointment of Mr. Anant Singhania (DIN 00019992) as Independent Director in the Company for the second term 5 years: To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ***Special Resolution***:

“RESOLVED THAT pursuant to provision of Section 149, 152, 160 of the Companies Act 2013 and rules made thereunder along with such other provisions of the Act as may be applicable, **Mr. Anant Singhania (DIN 00019992)** be and is hereby re-appointed as Independent Director of the Company with effect from the date of this meeting up to the 54th Annual General Meeting of the Company in the calendar year 2024.”

“RESOLVED FURTHER THAT Mr. Dhiraj Mehra, Managing Director of the Company, Mr. Sumeet Mehra, Chairman and Director of the Company and/or Ms. Paridhi Somani, Company Secretary of the Company be and are hereby severally authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings etc. as may be necessary in this regard including filing of necessary e-forms with Ministry of Corporate Affairs and issuance of appointment letter.”

Regd. Office:

G-15 Prem Kutir,
177 Marine Drive,
Mumbai – 400 020.
Contact No.: 022-40619000
Email Id: cs@subhashsilk Mills.com
Website: www.subhashsilk Mills.com

**BY ORDER OF THE BOARD OF DIRECTORS
For SUBHASH SILK MILLS LTD.**

PARIDHI SOMANI
COMPANY SECRETARY
Mem. No.: A45165

Place: Mumbai

Date: August 28, 2019

NOTES

1. A member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself, and the proxy need not be a member of company.

2. The proxy form, in order to be effective, must be duly completed and deposited at the registered office of the Company not less than 48 hour before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding (50) fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
5. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company at **G-15, Ground Floor, Prem Kutir, 177 Marine Drive, Mumbai 400020**, on all working days except Saturdays and Sundays during business hours up to the date of the **49th Annual General Meeting**.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, will be available for inspection by the members at the AGM.
7. **The Register of Members and the Share Transfer Registers of the Company will remain closed from Tuesday, September 24, 2019 to Saturday, September 28, 2019 (both days inclusive).**
8. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Ordinary and Special Business to be transacted at the meeting is Annexed hereto.
9. (a) Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd.
(b) Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID No., to their respective Depository Participants.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
11. Members desirous of getting any information in respect of accounts of the Company and proposed resolution, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar M/s. Purva Sharegistry (India) Pvt. Ltd.
13. The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No. 17/2011, dated 21.04.2011 and Circular No. 18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notice/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report, etc.) to their shareholders through electronic mode, to the registered email address of the shareholders.
14. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants or RTA (i.e. M/s. Purva Sharegistry (India) Pvt. Ltd.) to send communications electronically.
15. The Company has already joined the Depository System and the ISIN for the equity shares of the Company is **INE690D01014**. Members holding shares in physical mode are requested to convert their holdings into Dematerialized mode.
16. Non-Resident Indian Members are requested to update M/s. Purva Sharegistry (India) Pvt. Ltd. immediately of any change in their residential status on return to India for permanent settlement.
17. **Voting through electronic means:**
In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations 2015 including amendments thereof, the Company is pleased to provide its shareholders with the facility of “remote E-Voting” (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the **49th AGM** and the business at the **49th AGM** may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable all its shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the **49th AGM** apart from remote e-voting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed **Ms. Jyoti N. Kholia**, Partner at **KNK & CO. LLP**, Company Secretaries, as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Friday, September 27, 2019 at 9 a.m. and will end on Sunday, September 29, 2019 at 5:00 p.m.** 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 **Monday, September 23, 2019** 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.
- (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>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> 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 / 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> <ul style="list-style-type: none"> 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).

- (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 the relevant **SUBHASH SILK MILLS 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 & click on Forgot Password & enter the details as prompted by 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.
 - 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.
18. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or call the Registrar & Transfer Agent, Purva Sharegistry Pvt. Ltd. at +91-22-23016761 or write an email to purvhashr@mtnl.net.in
19. **Ms. Jyoti N. Kholia**, Partner at **KNK & CO. LLP**, Company Secretaries, has been appointed as Scrutinizer to oversee that the e-voting process has been carried out in fair and transparent manner. The Results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the scrutinizer's report shall be placed on the Company's website www.subhashsilk Mills.com, and on the website of CDSL within two days of passing of the resolutions at the **49th AGM** of the Company and will also be communicated to stock exchange.
20. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. Members may also note that the Notice of the **49th AGM** and the Company's Annual Report **2018-2019** will be available on the Company's website **www.subhashsilk Mills.com**. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@subhashsilk Mills.com.
22. Additional information, pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in respect of the Directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The Director have furnished

consent and declaration for her re-appointment as required under the Companies Act 2013 and the Rules thereunder.

Regd. Office:

G-15 Prem Kutir,
177 Marine Drive,
Mumbai – 400 020.
Contact No.: 022-40619000
Email Id: cs@subhashsilk Mills.com
Website: www.subhashsilk Mills.com

**BY ORDER OF THE BOARD OF DIRECTORS
For SUBHASH SILK MILLS LTD.**

PARIDHI SOMANI
COMPANY SECRETARY
Mem. No.: A45165

Place: Mumbai

Date: August 28, 2019

ANNEXURE TO ITEM 2 OF THE NOTICE

Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 on General Meetings

Name of the Director	SUMEET MEHRA
DIN	00342934
Date of Birth	September 14, 1970
Nationality	Indian
Date of Appointment on Board	August 01, 1995
Brief Profile including Qualifications	Mr. Sumeet Subhash Mehra serves as the Chief Executive Officer and President of Sparkle Clean Tech Pvt. Ltd. Over the last 17 years, Mr. Mehra has held a series of leadership roles in Subhash Silk Mills Ltd's (SSML) businesses. He served as the Chief Executive Officer of SSML since 1998. He has been the Chairman of SSML since March 2013 and has been its Executive Director since February 1, 2012. He served as an Executive Director at SSML since 1999. He serves on the board of directors for two non-profit organizations, which are devoted to advancing youth in business and addressing poverty in Mumbai. Mr. Mehra's management skills, finely honed at Harvard Business School where he attended a 3 month Management Course. He holds a Bachelor of Commerce degree in Economics and Accounting from Sydenham College along with a Business Degree from Harvard University.
Shareholding in Company	235900 shares
List of Directorships held in other Companies (Including Private Companies)	1. Subhash Fabrics Pvt Ltd 2. Excellent Holdings Pvt Ltd 3. Taranga Holdings Pvt Ltd 4. Sparkle Clean Tech Pvt Ltd 5. Aquabrane Water Technologies Pvt Ltd 6. SparkleClean-Tech Systems Pvt Ltd
Memberships / Chairmanships of Audit & Stakeholders' Relationship Committees across Public Companies	Not Applicable
Relation (related party)	Mr. Sumeet Mehra is relative of Mr. Dhiraj Mehra and Mrs. Nameeta Mehra

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

Mr. Lav Kumar Vadehra (DIN 01936360) was appointed as an Independent Director on the Board of the Company on September 25, 2014. Members of the Company at the 44th Annual General Meeting held on September 25, 2014 approved the appointment of **Mr. Lav Kumar Vadehra (DIN 01936360)** as an Independent Director for a period of 5 years up to conclusion of the 49th Annual General Meeting of the Company in the calendar year 2019.

As per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by shareholders. Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, requires that any Non-Executive Director who has attained the age of 75 years or more cannot be appointed or continued as a Non-Executive Director in any listed company until and unless approval of Members has been obtained for the same by way of Special Resolution.

Mr. Lav Kumar Vadehra (DIN 01936360), Non-Executive Director of the Company is covered under the aforesaid provision being aged more than 75 years, the Company is required to obtain approval of Members by way of special resolution for continuing his Directorship in the Company, post April 1, 2019.

The Company has received intimation in Form DIR-8 from **Mr. Lav Kumar Vadehra** that, he is not disqualified from being reappointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolutions set-forth in Item No. 4 seeks the approval of members for continuance of Directorship of **Mr. Lav Kumar Vadehra**, aged about 76 years, as a Non- Executive Independent Director of the Company and for re-appointment as an Independent Director of the Company commencing from the date of 49th Annual General Meeting up to the 54th Annual General Meeting of the Company in the calendar year 2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, **Mr. Lav Kumar Vadehra** fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of **Mr. Lav Kumar Vadehra**, the Board of Directors at its meeting held on August 13, 2019 approved the continuance of office of **Mr. Lav Kumar Vadehra** as mentioned in the resolutions.

Mr. Lav Kumar Vadehra has worked in senior positions with the State Trading Corporation, New Delhi, New York and Mumbai for over 12 years. After leaving State Trading Corporation, he has started his own pharma-chemical manufacturing and trading Company and is currently successfully running his own manufacturing plant. He has over 45 years in International Trade experience.

Mr. Lav Kumar Vadehra helps in bringing independent judgment during Board deliberations on accounting and financial controls, risk management, corporate governance, vigil mechanism and related party transactions. His vast experience in both the private and public sector has been and would be very helpful to the Company from time to time.

Mr. Lav Kumar Vadehra does not hold any shares of Subhash Silk Mills Limited. He is not related to any other Directors/KMPs of the Company. He is the Chairman of Audit Committee and

Member of Stakeholders Relationship Committee of the Company. He has attended all the four (4) meetings of the Board held during the year 2018-2019. He is neither a Director nor a Member /Chairman of Committees of other Companies.

The Nomination & Remuneration Committee and the Board evaluated the performance of **Mr. Lav Kumar Vadehra**, rated him satisfactory on all parameters and recommended his re-appointment. Copy of the draft letter for re-appointment of **Mr. Lav Kumar Vadehra** as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except **Mr. Lav Kumar Vadehra**, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the approval of the members may be taken through Postal Ballot instead of transacting such businesses at a General Meeting.

The Board recommends the resolutions set-forth in Item No. 4 for approval of the members by way of **Special Resolution**.

ITEM NO. 5

Mr. Radhemohan Malhotra (DIN 01874316) was appointed as an Independent Director on the Board of the Company on September 25, 2014. Members of the Company at the 44th Annual General Meeting held on September 25, 2014 approved the appointment of **Mr. Radhemohan Malhotra (DIN 01874316)** as an Independent Director for a period of 5 years up to conclusion of the 49th Annual General Meeting of the Company in the calendar year 2019.

As per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by shareholders. Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, requires that any Non-Executive Director who has attained the age of 75 years or more cannot be appointed or continued as a Non-Executive Director in any listed company until and unless approval of Members has been obtained for the same by way of Special Resolution.

Mr. Radhemohan Malhotra (DIN 01874316), Non-Executive Director of the Company is covered under the aforesaid provision being aged more than 75 years, the Company is required to obtain approval of Members by way of special resolution for continuing his Directorship in the Company, post April 1, 2019.

The Company has received intimation in Form DIR-8 from **Mr. Radhemohan Malhotra** that, he is not disqualified from being reappointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolutions set-forth in Item No. 5 seeks the approval of members for continuance of Directorship of **Mr. Radhemohan Malhotra**, aged about 85 years, as a Non- Executive Independent Director of the Company and for re-appointment as an Independent Director of the Company commencing from the date of 49th Annual General Meeting up to the 54th Annual General Meeting of the Company in the calendar year 2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.