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**Website :** [www.msumindia.com](http://www.msumindia.com), **CIN :** U17124WB1939PLC128650

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### **NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 80<sup>th</sup> Annual General Meeting (AGM) of the Members of Maharaja Shree Umaid Mills Limited will be held on Monday, the 28th day of September, 2020 at 2:30 P.M., Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) to transact the following businesses.

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - a. the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2020 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
  - b. the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2020 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Yogesh Bangur (DIN: 02018075), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s. Singhi & Co., Chartered Accountants (Firm Regn. No.: 302049E), as the Statutory Auditors of the Company for a 2<sup>nd</sup> term of 5 (five) consecutive years i.e. from the conclusion of the ensuing 80<sup>th</sup> Annual General Meeting till the conclusion of the 85<sup>th</sup> Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration and in this regard 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Singhi & Co., Chartered Accountants (Firm Regn. No.: 302049E), be and are hereby re-appointed as Statutory Auditors of the Company from the conclusion of the ensuing 80<sup>th</sup> Annual General Meeting till the conclusion of the 85<sup>th</sup> Annual General Meeting of the Company, to examine and

audit the accounts of the Company, on such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

#### **SPECIAL BUSINESS**

#### **4. Re-appointment of Mr. Yogesh Bangur as Deputy Managing Director of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of sections 152,196,197,198, 203 read with Schedule V, and other applicable provisions , if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and allied rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and in terms of the applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee, the Audit Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Yogesh Bangur (DIN: 02018075) as Deputy Managing Director of the Company for a period of 3 years with effect from 12<sup>th</sup> April, 2020 and whose period of office be liable to retire by rotation upon such terms and conditions as detailed out in the Explanatory Statement annexed thereto, including remuneration payable from time to time, which at all times shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Yogesh Bangur (DIN: 02018075) as Deputy Managing Director of the Company, he shall be paid the remuneration, as detailed in the Explanatory Statement, as minimum remuneration, in respect of such financial year(s) in which such inadequacy or loss arises during his tenure, in accordance with the provisions of Section 196, 197 and / or Schedule V to the Companies Act, 2013 (as amended).

**RESOLVED FURTHER THAT** the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Yogesh Bangur, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

**5. Re-appointment of Mr. Lakshmi Niwas Bangur as Chairman & Managing Director of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of sections 152,196,197,198, 203 read with Schedule V, and other applicable provisions , if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and allied rules framed thereunder (including any statutory modifications or re-enactments thereof), and in terms of the applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee, the Audit Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Lakshmi Niwas Bangur (DIN: 00012617) who has already attained the age of 70 years as Chairman & Managing Director of the Company for a further period of 3 years with effect from 11th August, 2020 upon such terms and conditions as detailed out in the Explanatory Statement annexed thereto, including remuneration payable from time to time, which at all times shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as Chairman & Managing Director of the Company, he shall be paid the remuneration, as detailed in the Explanatory Statement, as minimum remuneration, in respect of such financial year(s) in which such inadequacy or loss arises during his tenure, in accordance with the provisions of Section 196, 197 and / or Schedule V to the Companies Act, 2013 (as amended).

**RESOLVED FURTHER THAT** the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Lakshmi Niwas Bangur, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

**6. Re-appointment of Mr. Rajiv Kapasi as an Independent Non-Executive Director**

To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Rajiv Kapasi [DIN: 02208714], Independent Non-Executive Director of the Company, in respect of whom the Company has received requisite declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and who is eligible for reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a

second term of five consecutive years with effect from 28<sup>th</sup> September, 2020 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

## **7. To Approve Private Placement of Non-Convertible Debentures**

To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, of the aggregate nominal value up to Rs. 200 crore (Rupees Two Hundred Crore Only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto and that the amount that shall be raised as aforesaid shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

## **8. Appointment of Cost Auditor**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost Accounting Records of the Textile Unit of the Company for the financial year ending March 31, 2021, be paid a Consolidated Remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus GST as applicable and, exclusive of out of pocket expenses, if any, incurred during their course of assignment, which shall be reimbursed separately.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board**  
**For Maharaja Shree Umaid Mills Limited**  
**Prince Kumar**  
**Company Secretary**

**Kolkata**  
**June 15, 2020**

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars, the Company has decided to convene its ensuing 80<sup>th</sup> AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM. However, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013, the venue of the AGM shall be deemed to be the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata-700022.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars the facility to appoint a proxy to attend and cast vote for the shareholder is not made available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to cast vote through remote e-voting as well as vote at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [voting@vinodkothari.com](mailto:voting@vinodkothari.com).
4. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Shareholders on ‘first come first serve’ basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the Annual General Meeting.
7. In view of the outbreak of the COVID-19 pandemic, due to difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA, the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith including Notice of the 80th AGM of the Company *inter alia* indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.  
Members may also note that the Notice of the 80<sup>th</sup> AGM and the Annual Report 2019-2020 will also be available on the Company's website [www.msumindia.com](http://www.msumindia.com) . The Notice of the AGM shall also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each Item of Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Information to Members as prescribed in Secretarial Standard - 2 in respect of reappointment, is given at **Annexure -A** to this notice.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **22nd September, 2020** to **28th September, 2020** (both days inclusive) for the purpose of Annual General Meeting.
12. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent at email id at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link : [mdpl.in/form](http://mdpl.in/form) and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
13. Pursuant to Section 72 of the Companies Act, 2013 and Rules made thereunder, Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, are requested to submit the prescribed form SH -13

(Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable and deposit the same with the Company or its RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).. Members holding shares in demat form may contact their respective DP for recording Nomination in respect of their shares.

14. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. In terms of Provisions of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014 Public Limited Companies are not allowed to process a request of transfer of shares held in physical form. Accordingly, Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised.
15. The Ministry of Corporate Affairs vide its Circular Nos.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has undertaken a 'Green Initiative' and allowed Companies to share documents with its shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent, i.e. M/s. Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, Kolkata – 700 001 at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) .
16. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
17. Pursuant to Section 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates the Unclaimed/unpaid dividends upto financial year 2011-12 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed the dividend warrant(s), so far for the financial year ended March 31, 2013, or any subsequent financial years are requested to make their claims to the Registrar & Share Transfer Agent of the Company. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 31st March, 2019 on the website of the Company at [www.msumindia.com](http://www.msumindia.com) and also on the website of the Ministry of Corporate Affairs.
18. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically with RTA at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link : [mdpl.in/form](http://mdpl.in/form).



19. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.

20. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.

21. **E-voting:**

(a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f 19<sup>th</sup> March, 2015, Clause 7.2 of Secretarial Standard on General Meeting (SS-2) and MCA Circulars, the Company is pleased to provide to its members the facility of voting by electronic means in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

(b) Shareholders, who will be present at the AGM through VC/OAVM facility and who had not cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

(c) The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period begins on **25<sup>th</sup> September, 2020** at 10:00 A.M. and ends on **27<sup>th</sup> September, 2020** 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 **21<sup>st</sup> September, 2020**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote during the meeting through VC/OAVM.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using

your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number sent by Company/RTA or contact Company/RTA.</li> <li>•</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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 "MAHARAJA SHREE UMAID 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 and click on Forgot Password & enter the details as prompted by the system.
  - (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at [mdpldc@yahoo.in](mailto:mdpldc@yahoo.in).
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at [mdpldc@yahoo.in](mailto:mdpldc@yahoo.in).

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from **22<sup>nd</sup> September, 2020 to 25<sup>th</sup> September, 2020** mentioning their name, demat account number/folio number, email id, mobile number at **kolkata.msum@lnbgroup.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **kolkata.msum@lnbgroup.com**. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be

uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz [voting@vinodkothari.com](mailto:voting@vinodkothari.com) and to the Company at the email address viz; [kolkata.msum@lnbgroup.com](mailto:kolkata.msum@lnbgroup.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- (xxii) Any person who acquire share and became the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company’s RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- (d) The Voting shall be reckoned in proportion to a Member’s share of voting rights on the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September, 2020. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- (e) The Board of Directors of the Company at their meeting held on 15<sup>th</sup> June, 2020 has appointed, M/s Vinod Kothari & Co., Practising Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting, in fair and transparent manner.
- (f) During the AGM, the Chairman shall formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote evoting. Voting at the AGM shall be kept open for a period of 30 mins after the AGM ends.
- (g) Scrutinizer shall, after the 30 minutes of conclusion of the Meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not later than three days of the conclusion of the Meeting make a consolidated scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(h) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.msumindia.com](http://www.msumindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of result by the Chairman or a person authorized by him.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 8 of the accompanying Notice.

### **Item No. 4**

Mr. Yogesh Bangur [DIN: 02018075] was appointed as Deputy Managing Director for a term of 3 (three) years with effect from 12<sup>th</sup> April, 2017, which was approved by the shareholders in the 77<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> September, 2017. The said term has expired on 11<sup>th</sup> April, 2020.

Members of the Company are aware that Mr. Bangur is a Young and energetic leader with academic background of Master in Programme and Project Management and Bachelors with Specialisation in finance from The University of Warwick, he has handled multiple market / financial researches for diverse industries. Capability to build team and handle the timelines using latest technological developments for value creation through a collaborative, environment friendly approach are his instincts to build the organisation

The Board of Directors at the meeting held on 8<sup>th</sup> February , 2020, took a view that in order to facilitate proper management deliberations and also keeping in view to the potential size of business operations and in the best interests of the Company it is desirable that Mr. Yogesh Bangur should be re-appointed as Deputy Managing Director for a further period of 3 years.

The Board of Directors of the Company other than Mr. Lakshmi Niwas Bangur, Mrs Alka Devi Bangur and Mr. Yogesh Bangur, in the said meeting held on 8<sup>th</sup> February, 2020 unanimously decided to re-appoint Mr. Yogesh Bangur as Deputy Managing Director with effect from 12<sup>th</sup> April, 2020 for a period of 3 (Three) years, subject to approval of the members in the ensuing Annual General Meeting.

The terms and conditions as to the remuneration of Mr. Yogesh Bangur for his reappointment as Deputy Managing Director, as recommended by the Nomination and Remuneration Committee are as follows;

#### **Terms and Conditions :**

1. Mr. Yogesh Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long terms business plans and strategic thrust of the Company, for coordinating of key affairs of business of the Company externally and where needed internally too, for formulation of and decision on developmental, diversification and growth plans of the Company including plans for major capital expenditure; for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.
2. Mr. Yogesh Bangur may enter into any business, profession or vocation etc. or join any other service or take any consultative, advisory or part time job/ jobs anywhere else other than companies which are in the same line of business.
3. Mr. Yogesh Bangur shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company authorise him

and may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.

4. The term of re-appointment of Mr. Yogesh Bangur as Deputy Managing Director is for a period of 3 years with effect from 12th April, 2020.
5. Mr. Yogesh Bangur, while he continues to hold the office as Deputy Managing Director, in his capacity as Director of the Company shall be liable to retirement by rotation, as required under Section 152 of the Companies Act, 2013.
6. Mr. Yogesh Bangur will ipso facto and immediately, cease to be the Deputy Managing Director of the Company, if for any reasons he ceases to be a Director and is not forthwith appointed as Director.
7. Any actual expenses on travel, staying in hotel etc. and any other expenses incurred by Mr. Yogesh Bangur for the purpose of carrying out his duties as above will be reimbursable to him or payable to the party concerned by the Company.
8. Since prior to his re-appointment as Deputy Managing Director with effect from 12th April, 2020, Mr. Yogesh Bangur has been in the services of the Company, he shall be deemed to be in continuous service of the Company for the purpose of the benefit of gratuity.
9. The terms and conditions as to remuneration of Mr. Yogesh Bangur for his re-appointment as Deputy Managing Director as recommended by the Nomination & Remuneration Committee are as follows:

**I. Salary :**

Mr. Yogesh Bangur would be eligible to get an annual salary not exceeding Rs 12 Lacs (Rupees Twelve Lacs only) including all allowances and perquisites as may be applicable to the senior management team members of the Company. His salary would be subject to periodic revision within the overall ceiling defined hereinabove.

**II. Perquisites :**

- a. Housing : Mr. Yogesh Bangur may be provided by Company the facility of residential accommodation as per Company's own convenience and availability.
- b. Leave : Leave in accordance with the rules applicable to the managerial staff of the Company.
- c. Such other benefits, amenities, facilities and perquisites as may be permitted by the Board of Directors to the post of Deputy Managing Director.

**III.** Use of Company's car for official purposes, cell phones, encashment of leave at the end of tenure and benefits applicable under the group insurance benefit's scheme for employees and gratuity fund will not be considered as perquisites.

**IV.** In the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Yogesh Bangur (DIN: 02018075) as Deputy Managing Director, he shall be paid the remuneration, as detailed in the Explanatory Statement, as minimum remuneration, in respect of such financial year(s) in which such inadequacy or loss arises during his tenure, in accordance with the provisions of Section 196, 197 and / or Schedule V to the Companies Act, 2013 (as amended).

**V.** The appointment of 3 years may be terminated by either party giving three months' notice in writing to other party.

**VI.** The Deputy Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.



The Company has been incurring losses over the last few years, which continues in the current year also. It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act in FY 20-21 (Net Profit) and subsequent years also and the managerial remuneration paid/payable during the term of Mr. Yogesh Bangur may exceed the limits prescribed under Sections 196 to 198 of the Act.

Accordingly, in terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members for payment of remuneration to Managerial Personnel in case of no profits/ inadequacy of profits based on the effective capital of the Company.

Since, the re-appointment of Mr. Yogesh Bangur has been made w.e.f 12<sup>th</sup> April, 2020, based on the effective capital of the Company as on 31<sup>st</sup> March, 2020, the proposed remuneration shall require approval of the shareholders.

A brief resume of Mr. Yogesh Bangur, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Secretarial Standard-2 are given in an annexure, annexed hereto and marked as “**Annexure-A**” to this Notice. Further, Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder and annexed hereto and marked as “**Annexure-B**” to this Notice.

Mr. Yogesh Bangur, Mr. Lakshmi Niwas Bangur and Mrs. Alka Devi Bangur and their relatives are interested in the proposed resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 4 of the accompanying Notice.

The Board recommends the resolution set forth in item no. 4 for the approval of members as a Special Resolution.

#### **Item No. 5**

Mr. Lakshmi Niwas Bangur [DIN: 00012617] was re-appointed as the Chairman & Managing Director of the Company in the meeting of the Board held on 27<sup>th</sup> May, 2017 for a term of three years with effect from 11<sup>th</sup> August, 2017, which was approved by the shareholders in the 77<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> September, 2017. The said term will get expired on 10<sup>th</sup> August, 2020.

Members of the Company are aware that Mr. Lakshmi Niwas Bangur as industrialist has vast experience in Textile as well as other businesses. Under his leadership, the Company has been registering steady progress and growing from strength to strength.

The Board of Directors at the meeting held on 8<sup>th</sup> February, 2020, took a view that in the context of the ever increasing competitive climate for the industry and in the best interests of the Company, it is desirable that Mr. Lakshmi Niwas Bangur should

continue to lead the Company as its Chairman & Managing Director for a further period of 3 years. Accordingly, at the said Meeting the Board of Directors of the Company other than Mr. Lakshmi Niwas Bangur, Mrs Alka Devi Bangur and Mr. Yogesh Bangur unanimously decided to re-appoint Mr. L. N. Bangur as Chairman & Managing Director with effect from 11<sup>th</sup> August, 2020, for a period of 3 years, subject to approval of the members in the ensuing Annual General Meeting.

The terms and conditions as to the remuneration of Mr. Lakshmi Niwas Bangur for his reappointment as Chairman & Managing Director, as recommended by the Nomination and Remuneration Committee are as follows ;

**Terms and Conditions:**

1. Mr. Lakshmi Niwas Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long terms business plans and strategic thrust of the Company, for coordinating of key affairs of business of the Company externally and where needed internally too, for formulation of and decision on developmental, diversification and growth plans of the Company including plans for major capital expenditure; for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.
2. Mr. Lakshmi Niwas Bangur shall have adequate communication facilities and necessary office establishment, appropriate setup and systems built-up, provided to him by the Company, for the purpose of carrying out his above duties. Mr. Lakshmi Niwas Bangur shall have power to visit the Works of the Company, its Registered Office and other offices at various places, to have meetings, deliberations and negotiations with Banks / Institutions, Government Authorities, Trade Associations, Business Dealers and others concerned as and when needed for the purpose of discharging his duties as above.
3. Mr. Lakshmi Niwas Bangur shall generally have all powers in the normal course of business of the Company to deliberate, deal, negotiate, interact and enter into agreements on behalf of the Company with whomsoever concerned, in respect of the business of the Company from time to time, and shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
4. Mr. Lakshmi Niwas Bangur shall have the necessary powers as the Chairman of the Board of Directors.
5. Mr. Lakshmi Niwas Bangur while being away from his normal place of establishment at Kolkata, shall be responsible to keep appropriate arrangements to keep communication with the Works, Registered Office, other offices of the Company and other business associates, as be necessary from time to time, for the purpose of discharging his duties.
6. Any actual expenses on travel, staying in hotel etc. and any other expenses incurred by Mr. Lakshmi Niwas Bangur for the purpose of carrying out his duties as above, will be reimbursable to him or payable to the party concerned by the Company.

7. Mr. Lakshmi Niwas Bangur, while he continues to hold the office as Chairman & Managing Director, in his capacity as Director of the Company, shall not be subject to retirement by rotation under section 152 of the Companies Act, 2013 and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of directors or in fixing the number of directors to retire, but he shall ipsofacto and immediately, be liable to cease to be the Chairman & Managing Director, if for any reasons he ceases to hold office as Director of the Company.
8. Since prior to re-appointment of Mr. Lakshmi Niwas Bangur in capacity of the Chairman & Managing Director with effect from 11th August, 2020, he has remained in the services of the Company, he shall be deemed to be in continuous service of the Company for the purpose of the benefit of Gratuity.
9. The terms and conditions as to the remuneration of Mr. Lakshmi Niwas Bangur for his re-appointment as Chairman & Managing Director, as recommended by the Nomination and Remuneration Committee are as follows ;
  - I. **Salary:** Mr. Lakshmi Niwas Bangur would be eligible to get an annual salary not exceeding Rupees 1 Crore (Rupees One Crore Only) including all allowances and perquisites excluding commission as may be applicable to the senior management team members of the Company. His salary would be subject to periodic revision within the overall ceiling defined hereinabove by the Board of Directors from time to time.
  - II. **Commission:** Commission on net profits of the company in each year computed in accordance with Section 197 and 198 of the Companies Act, 2013 and other provisions of the Companies Act, 2013 applicable if any, subject to such limit as may be determined by the Board in accordance with such performance parameters but shall not exceed an amount equal to the annual salary for the relevant year.
  - III. Use of Company's car for official purposes, cell phone, telephone / internet facility at residence, encashment of leave at the end of tenure and benefits applicable under the group insurance benefit's scheme for employees, Contribution to Provident Fund and gratuity fund will not be considered as perquisites.
  - IV. In the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as Chairman & Managing Director, he shall be paid the remuneration, as detailed in the Explanatory Statement, as minimum remuneration, in respect of such financial year(s) in which such inadequacy or loss arises during his tenure, in accordance with the provisions of Section 196, 197 and / or Schedule V to the Companies Act, 2013 (as amended).
  - V. The Chairman & Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
  - VI. The Chairman and Managing Director shall not be liable to retire by rotation.
  - VII. The re-appointment of three years may be determined by either party by giving three months' notice in writing to the other party.

The Company has been incurring losses over the last few years, which continues in the current year also. It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act in FY 20-21 (Net Profit) and subsequent years also and the managerial remuneration paid/payable during the term of Mr. Lakshmi Niwas Bangur may exceed the limits prescribed under Sections 196 to 198 of the Act.

Accordingly, in terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members for payment of remuneration to Managerial Personnel in case of no profits/ inadequacy of profits based on the effective capital of the Company.

Since, the re-appointment of Mr. Lakshmi Niwas Bangur has been made w.e.f 11th August, 2020, based on the effective capital of the Company as on 31<sup>st</sup> March, 2020, the proposed remuneration shall require approval of the shareholders.

A brief resume of Mr. Lakshmi Niwas Bangur, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Secretarial Standard-2 are given in an annexure, annexed hereto and marked as “**Annexure-A**” to this Notice. Further, Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder and annexed hereto and marked as “**Annexure-B**” to this Notice.

Mr. Lakshmi Niwas Bangur, Mrs. Alka Devi Bangur and Mr. Yogesh Bangur and their relatives are interested in the proposed resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item No.5 of the accompanying Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of members as a Special Resolution.

#### **Item No. 6**

Mr. Rajiv Kapasi [DIN: 02208714] was appointed as an Independent Non- Executive Director of the Company by the members at the 75<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on 30<sup>th</sup> September, 2015 for a period of five consecutive years commencing from 30<sup>th</sup> September, 2015 up to the 80<sup>th</sup> Annual General Meeting of the Company.

As per the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The performance evaluation of Mr. Rajiv Kapasi, Independent Director, was done on various parameters, such as, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities

under the Code for Independent Directors, the Act etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act, Mr. Rajiv Kapasi, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years with effect from 28<sup>th</sup> September, 2020.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Rajiv Kapasi fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Rajiv Kapasi as an Independent Non-Executive Director setting out terms and conditions would be available for inspection electronically during the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajiv Kapasi as an Independent Director. Accordingly, a brief resume of Mr. Rajiv Kapasi, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Secretarial Standard -2, are given in an annexure, annexed hereto and marked as “**Annexure-A**”.

Accordingly, consent of the members is sought for passing a Special Resolution in relation to re-appointment of Rajiv Kapasi as an Independent Director for another term of five consecutive years with effect from 28<sup>th</sup> September, 2020 for the approval by the shareholders of the Company.

Except Mr. Rajiv Kapasi, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 6 of the accompanying Notice of the AGM.

The Board recommends the resolution set forth in Item No. 6 for the approval of members as a Special Resolution.

### **Item No. 7**

The Board may, at an appropriate time, consider offering or inviting subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series / tranches, on private placement, issuable / redeemable at par, in order to augment long-term resources for financing inter alia the ongoing capital expenditure and for general corporate purposes.

Section 71 of the Act which deals with the issuance of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 7 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for a period of one year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

### **Item No. 8**

The Board at their meeting held on 15<sup>th</sup> June, 2020 subject to the approval of the Central Government, has appointed M/s K. G. Goyal & Associates, Cost Accountants, Jaipur, who are eligible for appointment as Cost Auditor in terms of section 141 read with section 148 of the Companies Act, 2013 as Cost Auditors to conduct audit of Cost Accounting Records of Textile Unit of the Company for the financial year ending on 31st March, 2021 on a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus GST as applicable and, exclusive of out of pocket expenses incurred, if any, which shall be reimbursed separately.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified subsequently by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set forth in Item No. 8, for the approval of members as an Ordinary Resolution.

**By Order of the Board**  
**For Maharaja Shree Umaid Mills Limited**  
**Prince Kumar**  
**Company Secretary**

**Kolkata**  
**June 15, 2020**

### Annexure A

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting (Pursuant to Secretarial Standards 2 (SS- 2 on General Meetings)

<b>Name of Director</b>	Mr. Yogesh Bangur	Mr. Lakshmi Niwas Bangur	Mr. Rajiv Kapasi
<b>Age / Date of Birth</b>	37 years / 08.11.1983	71 years / 26.08.1949	45 years /06.01.1975
<b>DIN</b>	02018075	00012617	02208714
<b>Date of First Appointment on the Board</b>	12.04.2011	11.08.2011	30.10.2014
<b>Expertise in Specific functional areas</b>	Industrialist	Industrialist	Strategic Planning, Corporate Development & Market Research
<b>Qualifications</b>	MSC in Programme and Project	B.Com	B.Com, C.A.
<b>Terms and condition of appointment / re-appointment</b>	As per Item No. 4 of the explanatory Statement to the Notice.	As per Item No. 5 of the explanatory Statement to the Notice.	As per Item No. 6 of the explanatory Statement to the Notice.
<b>Remuneration last drawn by such person, if applicable</b>	Nil (Mr. Yogesh Bangur, Deputy Managing Director has waived his remuneration w.e.f 15th February, 2018)	Nil (Mr. Lakshmi Niwas Bangur, Chairman & Managing Director has waived his remuneration w.e.f 15th February, 2018)	N.A.
<b>List of Outside directorship held excluding alternate directorship</b>	1. Placid Ltd. 2. Iota Mtech Ltd. 3. Eminence Harvest Pvt. Ltd. 4. LNB Renewable Energy Pvt. Ltd. 5. Anantay Greenview Pvt. Ltd. 6. Janardan Wind Energy Pvt. Ltd. 7. Palimarwar Solar Project Pvt.	1. The Swadeshi Commercial Company Limited 2.The Peria Karamalai Tea & Produce Company Limited 3.M B Commercial Co Ltd 4. Shree Krishna Agency Limited 5. The Marwar Textiles (Agency) Private Limited 6.Kiran Vyapar Limited	1. Kiran Vyapar Limited 2. Amalgamated Development Limited 3. Iota Mtech Limited 4. Sidhidata Tradecomm Limited 5. Sidhidata Solar Urja Limited 6. Magma Realty Private Limited

	<p>Ltd.  8. Mahate Greenview Pvt. Ltd.  9. Basbey Greenview Pvt. Ltd.  10. Pratapnay Greenfield Pvt. Ltd.  11. Mantray Greenpark Pvt. Ltd.  12. Magma Realty Pvt. Ltd.  13. Mugneeram Ramcoowar Bangur and Charitable &amp; Religious Company.</p>	<p>7.The Kishore Trading Company Limited  8.The General Investment Company Limited  9.Placid Limited  10.Mugneeram Ramcoowar Bangur Charitable &amp; Religious Company  11.Apurva Export Pvt Ltd  12.Amalgamated Development Ltd  13.LNB Real Estates Private Limited  14.Purnay Greenfield Private Limited  15.Sidhyayi Greenview Private Limited</p>	
<p><b>Chairman / Member of the Committees of the Board of Directors of the Company</b></p>	<p>Member of Stakeholders Relationship Committee</p>	<p>Member of Nomination &amp; Remuneration Committee</p>	<p>Member of Stakeholders Relationship Committee and Nomination &amp; Remuneration Committee and Chairman of Audit Committee</p>



<b>Chairman / Member of the Committees of the Board of Directors of other companies in which he/she is a director</b>	Member of Nomination & Remuneration Committee and Audit Committee in Magma Realty Private Limited.	<ol style="list-style-type: none"> <li>1. Chairman of Stakeholder Relationship Committee and Member of Nomination &amp; Remuneration Committee and Audit Committee in The Peria Karamalai Tea &amp; Produce Co. Ltd.</li> <li>2. Chairman of Audit Committee and Nomination &amp; Remuneration Committee in Placid Ltd.</li> <li>3. Member of Stakeholder Relationship Committee and Nomination &amp; Remuneration Committee and Audit Committee in Kiran Vyapar Limited.</li> <li>4. Chairman of Audit Committee and Nomination &amp; Remuneration Committee in The General Investment Company Limited.</li> </ol>	Member of Audit Committee and Nomination & Remuneration Committee of <ol style="list-style-type: none"> <li>1. Iota Mtech Limited-</li> <li>2. Sidhidata Tradecomm Limited</li> <li>3. Sidhidata Solar Urja Limited</li> <li>4. Kiran Vyapar Limited</li> <li>5. Amalgamated Development Limited</li> <li>6. Magma Realty Pvt Ltd</li> </ol> Member of Stakeholder Relationship Committee of <ol style="list-style-type: none"> <li>1. Kiran Vyapar Ltd</li> </ol>
<b>No. of Equity shares held in the Company</b>	8500	9095	Nil
<b>Number of Board Meetings attended during FY 2019-20</b>	4(Four)	6(Six)	4(Four)
<b>Relationship with other Directors, Manager and other Key Managerial Persons of the Company</b>	Son of Mr. Lakshmi Niwas Bangur, Chairman & Managing Director and Mrs. Alka Devi Bangur, Director.	Spouse of Mrs. Alka Devi Bangur, Director and Father of Mr. Yogesh Bangur, Deputy Managing Director.	None

### Annexure-B

**Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder:**

#### I. General Information

<b>i. Nature of industry</b>	The Company is engaged in business of manufacture of Yarns and Fabrics. It is a Spinning cum Composite Textile Mill.
<b>ii. Date or expected date of commencement of commercial production:</b>	The Company has commenced its commercial production in year 1941.
<b>iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:</b>	<b>N.A.</b>

**iv. Financial performance based on given indicators:** As per Audited Financial Results for the year ended 31<sup>st</sup> March, 2020:

	<b>(Amount in Lakhs)</b>	
<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
<b>Total Revenue</b>	40234	48356
<b>Profit / (Loss) before interest, depreciation and tax</b>	4340	4501
<b>Profit/(Loss) before Tax</b>	(942)	(927)
<b>Profit/(Loss) after tax</b>	(766)	(467)
<b>Other Comprehensive Income</b>	18	(4)
<b>Total Comprehensive Income</b>	(748)	(471)
<b>Earning per equity share:</b>		
<b>Basic</b>	(1.34)	(1.08)
<b>Diluted</b>	(1.34)	(1.08)

**v. Foreign Investment or collaborators, If any:** The Company does not have any Foreign Collaboration.

#### II. Information about the appointees:

<b>Particulars</b>	<b>Mr. Yogesh Bangur</b>	<b>Mr. Lakshmi Niwas Bangur</b>
<b>a. Background details Job profile and his suitability</b>	Mr. Yogesh Bangur is a Young and energetic leader with academic	Mr. Lakshmi Niwas Bangur as industrialist has vast

<b>and Recognition or awards</b>	background of Master in Programme and Project Management and Bachelors with Specialisation in finance from The University of Warwick, he has handled multiple market / financial researches for diverse industries. Capability to build team and handle the timelines using latest technological developments for value creation through a collaborative, environment friendly approach are his instincts to build the organization.	experience in Textile as well as other businesses. Under his leadership, the Company has been registering steady progress and growing from strength to strength.
<b>b. Past remuneration</b>	NIL (Mr. Yogesh Bangur, Deputy Managing Director has waived his remuneration w.e.f 15th February, 2018)	NIL (Mr. Lakshmi Niwas Bangur, Chairman & Managing Director has waived his remuneration w.e.f 15th February, 2018)
<b>c. Remuneration proposed</b>	As per Note No.4 of Explanatory Statement given in the Notice.	As per Note No.5 of Explanatory Statement given in the Notice.
<b>d. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	Taking into consideration the size of the Company, scale of operations of the Company, the profile, knowledge, skills and responsibilities of Mr. Yogesh Bangur, the Board of Directors considers that the remuneration proposed to him is commensurate with the remuneration packages paid to similar professionals in similar industries.	Taking into consideration the size of the Company, scale of operations of the Company, the profile, knowledge, skills and responsibilities of Mr. Lakshmi Niwas Bangur, the Board of Directors considers that the remuneration proposed to him is commensurate with the remuneration packages paid to similar professionals in similar industries.
<b>e. Pecuniary relationship</b>	Besides the remuneration proposed	Besides the remuneration

<p><b>directly or indirectly with the company, or relationship with the managerial personnel, if any.</b></p>	<p>to be paid to Mr. Yogesh Bangur and holding of 8500 equity shares in promoter category he does not have any other pecuniary relationship with the Company. He is Son of Mr. Lakshmi Niwas Bangur, Director and Mrs. Alka Devi Bangur, Managing Director. Except as above he does not have any relationships with anyother managerial personnel</p>	<p>proposed to be paid to Mr. Lakshmi Niwas Bangur and holding of 9095 equity shares he does not have any other pecuniary relationship with the Company. He is Spouse of Mrs. Alka Devi Bangur, Managing Director and Father of Mr. Yogesh Bangur, Deputy Managing Director. Except as above he does not have any relationships with any other managerial personnel.</p>
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**III. Other Information**

<p><b>a. Reasons of loss or inadequate profits</b></p>	<p>The Company has been incurring losses over the last few years as it has been struggling to ramp up production due to old machineries particularly in the spinning division, increase in interest costs due to funding of accumulated losses in the earlier years and underutilization of its rated capacity for Poplin products.</p>
<p><b>b. Steps taken or proposed to be taken for improvement</b></p>	<p>The Company has taken several steps to improve its financial performance such as supply of quality value added products by improving operational efficiency, adopting stringent cost control &amp; reduction measures and expansion of its product market by appointing agents in new markets. Company has also made investments on solar power plant to reduce its power cost and also installed machines to produce value added products.</p>
<p><b>c. Expected increase in productivity and profits in measurable terms</b></p>	<p>The aforesaid steps taken by the Company are expected to improve the Company's productivity and performance in the coming period.</p>