



# Notice

To the Members,

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF SANGAM (INDIA) LIMITED WILL BE HELD ON FRIDAY, THE 29TH SEPTEMBER, 2017 AT 4:00 P.M., AT REGISTERED OFFICE OF THE COMPANY AT "SANGAM HOUSE", ATUN, CHITTORGARH ROAD, BHILWARA-311001 (RAJASTHAN) TO TRANSACT THE FOLLOWING BUSINESS:

## A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2017 and Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the financial year 2016-17.
3. To appoint a Director in place of Shri S.N. Modani (DIN: 00401498), who retires by rotation and being eligible offer himself for re-appointment.
4. To appoint Statutory Auditors of the Company 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 provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee of the Company and Board of Directors of the Company, M/s Rajendra & Co. (FRN: 108355W) and M/s O.P. Dad & Co. (FRN: 002330C) be and are hereby appointed as Statutory Auditors of the Company for a period of 5 years to hold the office from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting (subject to ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting) in place of the retiring statutory auditors M/s R. Kabra & Company, Chartered Accountants (FRN: 104502W) and M/s B.L. Chordia & Company Chartered Accountants (FRN: 000294C), on such remuneration as shall be fixed by the Board of Directors of the Company."

## B. SPECIAL BUSINESS:

5. 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 Section 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V of the Companies Act, 2013 and provisions of Article of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, consent of members of the Company be and is hereby accorded to the re-appointment of Shri V.K. Sodani (DIN:00403740) as Whole Time Director designated as Executive Director of the Company for a period of 5 years with effective from 1st October, 2017 to 30th September 2022 upon such terms and conditions including remuneration and perquisites as are set out in the draft agreement to be executed between the Company and Shri V.K. Sodani.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay Shri V.K. Sodani, remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V and Section 197 of the Act as may be decided by the Board, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** in the event of any relaxation in the guidelines or limits on managerial remuneration, the Board of the Company (hereinafter called "the Board") may in its absolute discretion alter and vary the terms of remuneration of Shri V.K. Sodani within the limits permissible under the law for the time being.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Members to give effect to the aforesaid resolution."

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 188 of the Companies Act, 2013 read with rules 15 of Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be required, approval of the members of the Company be and is hereby accorded to the revision in the terms of remuneration of Shri Anurag Soni, Son of Shri Ram Pal Soni, Chairman (DIN: 00401439) of the Company, to hold an office or place of Profit as Chief Business Strategist (or any other designation and roles which the Board/ Committee of the Board may decide from time to time) on such remuneration, increments and positions and other terms and conditions as set out in the Explanatory Statement attached to the Notice with effect from 01st October, 2017.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Members to give effect to the aforesaid resolution."



## Notice (Contd.)

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 188 of the Companies Act, 2013 read with rules 15 of Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be required, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Pranal Modani, son of Shri S.N. Modani, CEO & Managing Director (DIN: 00401498) of the Company, to hold an office or place of profit as Chief Business Development (or any other designation and roles which the Board/Committee of the Board may decide from time to time), on such remuneration, increments and other terms and conditions as specified in the relevant explanatory statement annexed to the notice of this meeting with effect from 01st October, 2017.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Members to give effect to the aforesaid resolution.”

8. 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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the following Firms of Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the various units of the Company for the financial year ending 31st March, 2018 be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting:

- a. M/s K.G. Goyal & Co., Cost Accountant (Firm Registration No. 000017), Jaipur, to conduct the audit of the cost records of Company's units (i) SANGAM (INDIA), Bhilwara (ii) Sangam Spinners, Vill. Billiya Kalan, Dist. Bhilwara (unit of - Sangam (India) Limited) (iii) Sangam Spinners, Vill. Sareri, Dist. Bhilwara (unit of - Sangam (India) Limited) (iv) Sangam Suitings, Vill. Atun, Dist. Bhilwara (unit of - Sangam (India) Limited) (v) Sangam Denim, Vill. Billiya, Dist. Bhilwara (unit of - Sangam (India) Limited)
- b. M/s V.K. Goyal & Co., Cost Accountant (Firm Registration No. 000550), Bhilwara to conduct the audit of the cost records of Company's unit Sangam Process (Unit of Sangam (India) Limited), Outside Octroi Post, Atun, Bhilwara.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors  
For Sangam (India) Limited

**Anil Jain**

Place: Bhilwara  
Date: 16th August, 2017

(CFO & Company Secretary)  
M.No. F-3147



## Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item No. 5 to 8 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting are annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Pursuant to Section 105 of the Act, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person and such person cannot act as a proxy for any other person or shareholder.**  
**The instrument of proxy, in order to be effective, should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at this Meeting.
4. The Company's Register of members and share transfer books shall remain closed from Saturday the 23rd September, 2017 to Friday the 29th September, 2017 (both days inclusive) to decide the entitlement of shareholders for the payment of dividend in accordance with the recommendation of the Board of Directors.
5. Members are requested to:
  - a. Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
  - b. Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent ("RTA").
6. Members are requested to address all their correspondence including demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's RTA.
7. During the period beginning 24 hrs. before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. Members/proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
10. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company in all working days except Saturday and holidays, between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
11. The dividend as recommended by the Board of Directors for the year ended 31st March, 2017, if declared at the meeting will be paid after 29th September, 2017 to those members:-
  - a. Whose names appear as the beneficial owners at the end of the business hours on Friday, 22nd September, 2017 in the list of beneficial owners to be furnished by depositories (NSDL & CDSL) in respect of the shares held in electronics form; and
  - b. Whose names appear as members on the Company's register of members on Friday, 22nd September, 2017 after giving effect to valid transfer requests, received on or before Friday, 22nd September, 2017.
12. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from companies and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company in case of shares held in physical form and to the DP in case of shares held in demat form.
13. Pursuant to the provisions of Section 124(5) of the Act, the amount of dividend which have remained un-encashed or unclaimed for a period of seven years are required to be transferred to the "Investor Education and Protection Fund" (IEPF) constituted by the Central Government under section 125(1) of the Act. Therefore, shareholders who have not encashed their dividend for the financial year 2009-10 to 2015-16 should lodge their request for the same to the Company. The new Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 (the "IEPF Rules") mandate the companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of Investor Education and Protection



## Notes: (Contd.)

Fund Authority of the Ministry of Corporate Affairs ("IEPF Authority"). In accordance with the aforesaid IEPF Rules, the Company has sent notices to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. Hence, the Company urges all the shareholders to en-cash /claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on the date of the last Annual General Meeting, i.e., 30th September, 2016 are available on the website of the Company [www.sangamgroup.com](http://www.sangamgroup.com).

14. As per the provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, if member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company.
15. 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 the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company along with the proof thereof.
16. Electronic copy of the Annual Report for the financial year 2016-17 is being sent to all the members, whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016-17 is being sent in the permitted mode.
17. To support the "Green Initiative" Members who have not registered their e-mail addresses are required to register the same with the Company/Depository. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. [www.sangamgroup.com](http://www.sangamgroup.com).
18. Voting Options  
Voting through electronic means:
  - (I) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- (II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (III) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

#### **(IV) The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on Monday, the 25th September, 2017 (9:00 am) and ends on Thursday, the 28th September, 2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the evoting period.
- (iii) Click on "Shareholders" tab
- (iv) Now, Select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



## Notes: (Contd.)

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <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 reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 SANGAM (INDIA) 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (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.
- (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 you may contact Mr. Anil Jain, CFO & Company Secretary, Sangam (India) Ltd. at 01482-305028 or at email ID - [secretarial@sangamgroup.com](mailto:secretarial@sangamgroup.com),
- (xxii) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.



## Notes: (Contd.)

- (V) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (VI) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017
- (VII) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (VIII) Mr. S.P. Jethlia, Practicing Company Secretary (Membership No. FCS-3464) and Proprietor of M/s. S.P. Jethlia & Co., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the polling at Annual General Meeting and remote e-voting process in a fair and transparent manner.
- (IX) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (X) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (XI) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sangamgroup.com](http://www.sangamgroup.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) where equity shares of the Company are listed.

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

#### Item no. 5:

Shri V.K. Sodani was re-appointed as Whole-time Director designated as Executive Director of the Company for a period of five years w.e.f. 01.10.2012 on the remuneration including perquisites set out in the resolution passed at the 26th Annual General Meeting of the Company held on 28th. September, 2012.

On the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company has resolved in its meeting dated 16th August, 2017 to re-appoint Shri V.K. Sodani as Whole-time Director designated as Executive Director of the Company for a period of five years effective from 1st October, 2017 upon the terms and conditions which are set out in the draft agreement. By the proposed resolution, approval of the shareholders is sought to the appointment of Shri V.K. Sodani as Whole-time Director designated as Executive Director of the Company for a term of 5 years from 1st October, 2017 at the remuneration and upon the terms and conditions set out in the agreement.

Shri V.K. Sodani, Executive Director of Sangam (India) Limited is responsible for managing business of P/V Suiting, Seamless Garment, manufacturing with Domestic & Overseas marketing. He initially joined the Company to take charge of the Home furnishing & Dress Material business of Sangam Group.

In the year 2006, he was assigned additional charge of Sangam Processors to manage the Processing Division. As his career graph grew in Sangam, in the year 2006 he was handed over the charge of P/V Suiting Business of Domestic Marketing and within two years,

he was also handling P/V Suiting Business of Overseas Marketing. Thus, with time his profile and key areas of responsibilities increased. He moved from the processing business to marketing which has enabled him to have in-depth knowledge about the Company and its operations.

As for his educational qualifications, he is a B.Com graduate and has completed his Chartered Accountancy. Apart from his professional expertise, he has been also the President of Mewar Chamber of Commerce & Industry. He is member of All India Maheshwari Mahasabha, Trustee of Smt. Kesarbai soni Hospital and Member of Pushkar Seva Sadan, Pushkar.

The remuneration payable to Shri V.K. Sodani as recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company in pursuance to the Schedule V of the Companies Act, 2013 is as under:

The principal terms of the said agreement are as follows: -

- SALARY PER MONTH:**  
₹ 3,00,000 per month with an annual increase of 10% thereafter.
- COMMISSION:**  
Not more than 0.25% of the net profits of the Company as computed in the manner laid down in Section 197 of the Companies Act, 2013
- CONTRIBUTION TO PROVIDENT FUND**  
12% of Salary per month.



#### 4. PERQUISITES AS MENTIONED BELOW:

- a. Suitable residential accommodation, free of cost with all facilities, amenities and services (including gas, electricity, water and furnishing). In case he does not opt for company provided accommodation at any time, he shall be paid house rent allowance of a sum not exceeding 25% of his basic salary. The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him shall be evaluated as per the Income-tax Rules, 1962.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal accident insurance premium.
- d. Subscription to clubs.
- e. Encashment of leave at the end of his tenure as per policy of the Company.
- f. Contribution to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- g. Gratuity payable should not exceed half month's salary of each completed year of the service.
- h. Leave travel concession for self and family once in a year anywhere, as per company's policy.
- i. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Shri V.K. Sodani.

#### MINIMUM REMUNERATION:

Wherein any financial year, the Company has no profits or its profits are inadequate, the Company may pay Shri V.K. Sodani, above remuneration by way of salary, perquisites and other allowances subject to the provisions of Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, if any.

#### SCOPE OF RESPONSIBILITY:

Shri V.K. Sodani, Executive Director has been entrusted with substantial powers of managing the affairs of the weaving, processing and seamless garment divisions of the Company and to supervise and administer overall working thereat and other responsibility as may be delegated to him by the Board from time to time.

#### MEMORANDUM OF INTEREST OF DIRECTORS:

Apart from Shri V.K. Sodani, Shri R.P. Soni may be deemed to be concerned or interested in the said resolution. Shri V.K. Sodani is son in law of Shri R.P. Soni, Director of the Company.

None of the other Directors of the Company is in any way concerned or interested in the said resolution.

There is one listed entity in which he is holding directorship on the board. He has no shareholding in the Company.

The foregoing may be treated as an abstract of the draft agreement for the re-appointment of Shri V.K. Sodani as required under section 190 of the companies Act, 2013.

#### Item no. 6:

The Company had appointed Shri Anurag Soni as Chief Business Strategist with effect from 1st April, 2012 in the Company. The role encompasses areas of business integration and establishing information and business related systems.

Shri Anurag Soni is a well-qualified by profession and has adequate experience of process of system integration practices, establishing Management Information Systems, establishing IT and database infrastructures, strategic planning, business restructuring, resources raising and investor relations.

Taking into consideration the increased business activities of the Company and the increased responsibilities cast on Shri Anurag Soni and subject to necessary approval by the Members in the General Meeting, on recommendation of Nomination and Remuneration Committee, the Board of Directors has revised/amended the following terms in the remuneration of Shri Anurag Soni as Chief Business Strategist.

The appointment would be on the following broad remuneration, terms and conditions:

- (a) ₹ 2,65,000/- per month with authority to the Board of Director of the Company to give increment from time to time, such that the total increments in one financial year does not exceed 10% of the basic salary.
- (b) Perquisites & Allowances:

In addition to Basic Salary, a basket of allowances/perquisites upto 60% of each years basic salary which will also include HRA, variable pay/performance linked incentives, Company Car, pension insurance, life insurance, insurance guaranteed income, personal accident insurance and any other allowances, perquisites or reimbursements in terms of the rules of the Employer Company or as may be agreed to, by the Managing Director of the Employer Company.

For the purpose of calculating the above ceilings, perquisites and allowances shall be evaluated in accordance with valuation principles adopted by the Employer Company for Income-tax purposes or reasonable estimates with respect to personal use, as applicable.

The above remuneration may be varied from time to time by the Employer Company as it may, at its discretion, deem fit, but shall always remain within the limits specified above.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under:

- (a) Name of the related party: Mr. Anurag Soni;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Ram Pal Soni, Chairman of the Company;



- (c) Nature of relationship: Mr. Anurag Soni is Son of Shri Ram Pal Soni Chairman of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Shri Anurag Soni has been appointed as Chief Business Strategist of the Company on remuneration and terms & conditions as embodied in the resolution given in item no. 6 and his remuneration is proposed to be revised annually as per terms set out in the said.

**Item no. 7:**

Shri Pranal Modani was appointed as "Chief Business Development" in the Company with effect from 01st November, 2014 to look after the operations and marketing of seamless division.

Shri Pranal Modani did his Masters in Management from London Business School and his engineering from Georgia Institute of Technology, Atlanta, USA. He did a minor in Economics along with his engineering and was selected to do a 6-week research program at Oxford University, UK. He held several leadership positions during his time in college in the Family Business Club, Investments committee and Entrepreneurship society. He is actively involved in Community service projects and was awarded a certificate of appreciation from Nelson Mandela for a water harvesting project done in Thailand. He has a keen interest in sports and represented London Business School in Squash at the MBAT tournament held in HEC, Paris.

Taking into consideration the increase business activities of the Company and the increased responsibilities cast on Shri Pranal Modani and subject to necessary approval by the members in the General Meeting, on recommendation of Nomination and Remuneration Committee, the Board has amended the following terms in the remuneration of Shri Pranal Modani w.e.f 01st October, 2017.

The appointment would be on the following remuneration, terms and conditions:

**1. Salary Per Month:**

₹ 2,00,000/- per month with annual increase of 10% of the basic salary thereafter

**2. House Rent Allowance**

25% of Salary

**3. Contribution to Provident Fund**

12% of Salary per month

He is presently heading the Sangam group initiatives to expand their international and domestic presence through strategic alliances and partnerships with a key focus on a more consumer centric approach. In line with that, he is heading Sangam's first retail venture "C9", an aspirational brand for women's clothing.

Shri Pranal Modani is a related party within the definition of Section 2(76) of the Companies Act 2013. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related

party to any office or place of profit in the Company, its subsidiary company or associate company requires prior approval by way of special resolution of the Company. Hence; approval of members is sought for his appointment in and payment of remuneration to him by the Company as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under:

- (a) Name of the related party: Shri Pranal Modani;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri S.N. Modani, CEO & Managing Director of the Company;
- (c) Nature of relationship: Shri Pranal Modani is Son of Shri S.N. Modani CEO & Managing Director of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Shri Pranal Modani has been appointed as Chief Business Development of the Company on remuneration and terms & conditions as embodied in the resolution given in item no. 7 and his remuneration is proposed to be revised annually as per terms set out in the said.

**Item no. 8:**

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s K.G. Goyal & Co, Cost Accountants, Jaipur (Firm Registration No. 000017) and M/s V.K. Goyal & Co., Cost Accountants, Bhilwara (Firm Registration No. 000550), as Cost Auditors of the Company to conduct the audit of cost records of the Company's various units respectively for the financial year 2017-18 at a fee of ₹ 80,000/- to M/s K.G. Goyal & Co and ₹ 30,000/- to M/s V.K. Goyal & Co. subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the financial year 2017-18.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors have to be ratified by the shareholders of the Company Hence, the Members' approval is being sought by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

By Order of the Board of Directors  
For Sangam (India) Limited

**Anil Jain**

Place: Bhilwara  
Date: 16th August, 2017

(CFO & Company Secretary)  
M.No. F-3147





## Annexure

PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

<b>Name of Directors</b>	Shri S.N. Modani	Shri. V.K. Sodani
<b>DIN No.</b>	00401498	00403740
<b>Date of Appointment</b>	1st October, 2014	1st October, 2012
<b>Qualification</b>	MBA, Masters in Science (M.Sc), with honours in Chemistry, Post-Graduate Diploma in Cement Technology from NCBM, Faridabad.	B.Com, FCA,
<b>Expertise in specific functional areas</b>	He has 28 years of experience in the textile industry, having previously held positions in key organizations in the industry, such as Deputy Chairman of the The Rajasthan Textile Mills Association, as well as Director, Indian Cotton Mills Federation. He has also held positions as President, Mewar Chamber Of Commerce & Industry and Vice President, Rajasthan Chamber Of Commerce & Industry.	Managing business of P/V suiting with domestic & overseas marketing, process division and seamless garments division. He is also past president of Mewar Chamber of Commerce & Industry.
<b>Directorship held in other public companies (excluding foreign companies)</b>	Nil	Suchitra Finance & Trading Co. Limited Sangam Lifestyle Ventures Limited Sangam Infratech Limited
<b>Membership/Chairmanship of committees of other Indian public Companies</b>	Nil	<b>Audit Committee - Member</b> 1. Suchitra Finance & Trading Co. Limited <b>Stakeholders Relationship Committee - Member</b> 1. Suchitra Finance & Trading Co. Limited <b>Nomination and Remuneration Committee - Member</b> 1. Schitra Finance & Trading Co. Limited
<b>Number of share held in the Company</b>	99,779	Nil



**Sangam (India) Limited****(CIN: L17118RJ1984PLC003173)****Registered Office:** Atun, Chittorgarh Road, Bhilwara - 311 001 (Rajashtan)

Ph.: +91 1482 305000 Fax: +91 1482 304120,

Email: secretarial@sangamgroup.com, website: www.sangamgroup.com

**ATTENDANCE SLIP**

Name of Shareholder(s) : .....

Registered Address : .....

Email-id : .....

Folio No./Client ID : .....

DP ID : .....

I hereby record my presence at the 31st Annual General Meeting of the Company held on Friday, the 29th September, 2017 at 4:00 PM. at "Sangam House", Atun, Chittorgarh Road, Bhilwara-311001 (Rajashtan).

.....  
Signature of the Shareholder/ proxy

**Note :-** 1. Please bring this Attendance Slip to the meeting and hand over at the entrance duly filled in.

**Sangam (India) Limited****(CIN: L17118RJ1984PLC003173)****Registered Office:** Atun, Chittorgarh Road, Bhilwara - 311 001 (Rajashtan)

Ph.: +91 1482 305000 Fax: +91 1482 304120,

Email: secretarial@sangamgroup.com, website: www.sangamgroup.com

**FROM NO. MGT - 11  
PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

Name of Shareholder(s) : .....

Registered Address : .....

Email-id : .....

Folio No./Client ID : .....

DP ID : .....

I/We, being the Member(s) of ..... shares of the above named Company, hereby appoint:

- Name : ..... Address: .....
- E-mail Id : ..... Signature: ..... or failing him/her : .....
- Name : ..... Address: .....
- E-mail Id : ..... Signature: ..... or failing him/her : .....
- Name : ..... Address: .....
- E-mail Id : ..... Signature: ..... or failing him/her : .....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 31st Annual General Meeting of the Company to be held at "Sangam House", Atun, Chittorgarh Road, Bhilwara-311001 (Rajashtan) on Friday, the 29th September, 2017 at 4:00 PM and at any adjournment in respect of such resolutions as are indicated below:

Resolution No.	Resolution	* Optional	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements (Including the Consolidated Financial Statements) for the year ended 31st March, 2017		
2	Approval of dividend for the financial year 2016-17		
3	Re-appointment of Shri S.N. Modani, Managing Director, who retires by rotation		
4	Appointment of statutory auditors and fixing their remuneration		
<b>Special Business</b>			
5	Re-appointment of Shri V.K. Sodani as Whole Time Director designated as Executive Director		
6	Approval of Revision in terms of remuneration of Shri Anurag Soni, to hold an office or place of profit of the Company		
7	Appointment of Shri Pranal Modani, to hold an office or place of profit of the Company		
8	Approval of Remuneration to the Cost Auditors.		

Signed this..... day of..... 2017.



Signature of first proxy holder (s)      Signature of second proxy holder (s)

Signature across the stamp

- Notes:**
- This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
  - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.
  - It is optional to put a "X" in the appropriate column against the Resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
  - A person can act as proxy on behalf of Members not-exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

