



# Superfine Knitters Limited

AN INTEGRATED UNIT OF : HOSIERY KNITTED FABRICS & GARMENTS



## NOTICE

Notice is hereby given that 01/2017-2018 Extra-ordinary General Meeting ("EGM") of the Members of Super Fine Knitters Limited will be held on Tuesday the 19<sup>th</sup> December, 2017 at 11.00 am at the Registered Office of the Company at Ludhiana, to transact the following business:

### **SPECIAL BUSINESS:**

1. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special resolution:

### **AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**


"**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, to the extent notified subject to approval, consents, permissions and sanctions of members of the Company to alter the object clause of the Memorandum of Association by inserting Ancillary Object no. 41 under Clause 3(b) in draft MOA:

### **(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS**

**41.** To invest in and acquire, hold or otherwise deal in any shares, stocks, debentures, debenture stock, warrants, any other financial instruments, bonds obligations and Securities issued or guaranteed by any company constituted or carrying on the business in India or elsewhere or Government, State Government, Semi Government Authorities, local Authorities, Public Sector Undertakings, Financial Institutions, Public Body, any other persons or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized, on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with the necessary E-form with the Registrar of Companies at Chandigarh."

By Order of the Board  
For Super Fine Knitters Limited

  
Ajit Kumar Lakra  
DIN: 01067195  
269, Industrial Area- A,  
Ludhiana

Date: 24/11/2017  
Place: Ludhiana

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO 1**

The company wants to invest in and acquire, hold or otherwise deal in any shares, stocks, debentures, debenture stock, warrants, any other financial instruments, bonds obligations and Securities issued or guaranteed by any company constituted or carrying on the business in India or elsewhere or Government, State Government, Semi Government Authorities, local Authorities, Public Sector Undertakings, Financial Institutions, Public Body, any other persons or otherwise.. Therefore, as per provisions of Section 13 of the Companies Act, 2013 and rules framed thereunder to alter the object clause of its Memorandum of Association. Since approval of members is required for the same, hence the proposed Resolution.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

None of the Directors and their relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding if any.

The Directors may recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Date: 24/11/2017  
Place: Ludhiana

By Order of the Board  
For Super Fine Knitters Limited

  
Ajit Kumar Lakra  
DIN: 01067195  
269, Industrial Area- A,  
Ludhiana

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and to vote instead of himself, and a Proxy need not be a Member. Proxies in order to be effective must be duly filled, stamped, signed and deposited at the Registered Office of the Company not less than forty eight (48) hours before the Commencement of the Meeting. The blank Proxy Form is enclosed.
2. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 12<sup>th</sup> December, 2017 to Tuesday, 19<sup>th</sup>. December, 2017 (both days inclusive).
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provides members facility to exercise their right to vote at the 01/2017-2018 Extra-Ordinary General Meeting (EGM) by electronic means and the businesses may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. The e-voting details are enclosed below.
4. Members desirous of seeking any information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary, at the Registered Office at least ten days in advance of the meeting, so that the information, to the extent practicable, can be made available at the meeting.
5. The members, who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares

- in physical form are requested to get their e-mail addresses registered with the Registrar & Transfer Agent, M/s Cameo Corporate Services Ltd.
6. The Shareholders are requested to notify change of address, if any, immediately to the Registrar & Transfer Agent, M/s Cameo Corporate Services Ltd, Subramanian Building, 1 Club House Road, Chennai, Tamil Nadu, mentioning their Folio Number.
  7. Electronic copy of the Notice of the 01/2017-2018 Extra-Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
  8. Notice of the 01/2017-2018 Extra-Ordinary General Meeting will also be available on the Company's website [www.superfineknitters.com](http://www.superfineknitters.com) for their download. For any communication, the shareholders may also send their request to the Company's email id: [cs@superfineknitters.com](mailto:cs@superfineknitters.com)

**Voting through electronic means:**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 15<sup>th</sup> December 2017 at 10.00 a.m. and ends on 18<sup>th</sup> December 2017 at 05.00 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 08<sup>th</sup> December, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](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.
- (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>	
Permanent Account Number (PAN)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

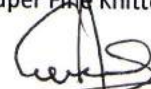
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **SUPER FINE KNITTERS 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 available for android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 08<sup>th</sup> December, 2017.
- (xxii) M/s Sharma Charu & Associates, Company Secretaries has been appointed as the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.

- (xxiii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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)

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL, ) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 18002005533.

By Order of the Board  
For Super Fine Knitters Limited



Ajit Kumar Lakra  
DIN: 01067195  
269, Industrial Area- A,  
Ludhiana

Date: 24/11/2017  
Place: Ludhiana

**Super Fine Knitters Limited**  
(CIN: L18101PB1998PLC021814)  
Registered Office: 269, Industrial Area – A, Ludhiana – 141003

**ATTENDANCE SLIP**

01/2017-2018 Extra-Ordinary General Meeting, of Super Fine Knitters Limited held on Tuesday, 19<sup>th</sup> December, 2017 at 11:00a.m.at Registered Office 269, Industrial Area – A, Ludhiana – 141003.

Regd. Folio No of Member. : \_\_\_\_\_  
DP ID/Client ID/Ben. A/C : \_\_\_\_\_  
No. of Shares held : \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 01/2017-2018 Extra-Ordinary General Meeting of the Company on Tuesday, 19<sup>th</sup> December, 2017 at 11:00am at Registered Office at 269, Industrial Area – A, Ludhiana.

**Member's/Proxy's Name in Block Letter** **Member's/Proxy's Signature**

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

.....cut here.....

**Form No. MGT-11**

**Super Fine Knitters Limited**  
(CIN: L18101PB1998PLC021814)  
Registered Office: 269, Industrial Area – A, Ludhiana – 141003

**Proxy form**

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

Name of the Member. : \_\_\_\_\_  
Regd. Folio No of Member. : \_\_\_\_\_  
DP ID/Client ID/Ben. A/C : \_\_\_\_\_  
E-Mail ID : \_\_\_\_\_

I/ We being the member of Super Fine Knitters Limited, holding.....shares, hereby appoint

1. Name & Address .....Signature..... or failing him/her
2. Name & Address .....Signature..... or failing him/her
3. Name & Address .....Signature..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 01/2017-2018 Extra-Ordinary General Meeting of members of the Company, to be held on Tuesday, 19<sup>th</sup> December, 2017 at 11:00 A.M. at 269, Industrial Area – A, Ludhiana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
<b>SPECIAL BUSINESS</b>			
1.	Alteration/adoption of object clause of the Memorandum of Association of the Company as per Companies Act, 2013		

Signed this ..... day of..... 2017  
 Signature of Shareholder .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp of Rs. 1/-
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**