

NOTICE

Notice is hereby given that Twenty Fifth (25th) Annual General Meeting of the members of S R K Industries Limited will be held on Thursday, September 29, 2016 at 9.15 AM at Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai – 400 091, Maharashtra, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited financial statement of the company for the year ended on March 31, 2016, including the audited Balance Sheet as at March 31, 2016, together with the report of the Board of Director's and Auditor's report thereon.
2. To appoint a Director in place of Mr. Rakeshchand M. Jain (DIN: 00187350), who retires by rotation and, being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s V.R. Renuka & Co., Chartered Accountants, Mumbai (Firm Reg. No. 108826W), as Statutory Auditors of the Company to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142, & other applicable provisions, if any, of the Companies Act, 2013, & the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, the appointment of M/s V.R. Renuka & Co., Chartered Accountants, Mumbai (Firm Reg. No. 108826W), as Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and are hereby authorised to fix their remuneration for the said period and permit reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

Special Business:

4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof, for the time being in force), and subject to approval of the shareholders, the consent of the Board of Directors be and is hereby given for the re-appointment of Mr. Rakeshchand Jain as the Managing Director of the Company for a period of five years w.e.f. February 1, 2016, being liable to retire by rotation, on the following terms and conditions including remuneration as mentioned herein below:-

Remuneration:

- **Basic salary:** upto INR 1,00,000/-only per month
- **Provident Fund:** Contribution to provident fund/annuity Fund/ Superannuation fund or allowance as per policy of the Company, if Applicable.
- **Gratuity:** In accordance with the policy of The Company.
- **Telephone/Mobile:** Actual Basis subject to maximum Rs. 2500/- Per month

RESOLVED FURTHER THAT the gross remuneration to be paid to Mr. Rakeshchand Jain be increased, augmented and /or enhanced subject to the aforesaid provisions maximum upto INR - 3,00,000/- only per month effective from April 1, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company in case of absence or inadequacy of profits for any financial year may alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rakeshchand Jain subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof including approval of Central Government, if any;

5. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution

"RESOLVED THAT Ms. Ranjana M. Sharma (DIN 07434641), who was appointed by the Board of Directors as an Additional Director of the company with effect from 13th February, 2016, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Ms. Ranjana M. Sharma (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from February 13, 2016 upto February 12, 2021 be and is hereby approved.

For and on behalf of the Board of
S R K Industries Limited
sd/-
Shilpa P. Dedhiya
Company Secretary

Place: Mumbai

Dated: 25.08.2016

Registered Office:

310, V Star Plaza, "A" wing, Chandavarkar Road, Borivali (W),
Mumbai - 400 092.(Maharashtra)

NOTES:

1. An Explanatory Statement in respect of the above Special Businesses as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the General meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member.
3. The disclosures in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
4. Member holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, Purva Sharegistry Private Limited, Mumbai.
5. The Annual Report of the Company for the financial year 2016 has been emailed to the members whose email addresses are available with the depositories or are obtained directly from the members for other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.
6. 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 or to the Registrar and Share Transfer Agent.
7. The Register of Members & the Share Transfer Books of the Company shall remain closed from September 24, 2016 to September 29, 2016 (both days inclusive).
8. All documents referred to in accompanying Notice will be open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of AGM.
9. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
10. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Form of Proxy for the AGM is enclosed.
11. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. **E-voting**
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management & Admn) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its Members to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means. Members may cast their votes by way of remote e-voting (voting by way of using an electronics voting system from a place other than the venue of the meeting) The e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper, shall be made available at the AGM and the members attending the AGM who have not already cast their votes by remote evoting shall be able to exercise their right at the AGM through ballot paper. The Member who has cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again

The instructions for shareholders e-voting areas under:-

- A. The E-voting period begins on Monday, September 26, 2016 at 9.00 A.M. and ends on Wednesday of September 28, 2016 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 September 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- B. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on Cut-off date i.e September 22, 2016.
- C. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- D. In case of members receiving Notice through e-mail:
 - i. The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on "Shareholders" tab to cast your votes.
 - iii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - iv. If you are a first time user follow the steps given below and, fill up the following details in the appropriate boxes

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
USER ID	<p>For NSDL: 8 character DP ID Followed by 8 digit Client ID</p> <p>For CDSL: 16 digits beneficiary ID. Next enter the Image Verification and Click on Login</p>	<p>Folio number registered with the Company.</p> <p>Next enter the Image Verification as displayed and Click on Login.</p>
PAN	<ul style="list-style-type: none"> • 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. E. g. If your name is Ramesh Kumar with sequence number 1 then enter MRA00000001 in the PAN Field. 	
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"> • 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). 	

- v. After entering these details appropriately, click on "SUBMIT" tab.
 - vi. 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.
 - vii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - viii. Click on the EVSN for the relevant S R K INDUSTRIES LIMITED on which you choose to vote.
 - ix. 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.
 - x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xi. 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.
 - xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xiii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xiv. 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.
 - xv. **Shareholders can also cast their voting 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 30 June, 2016. Please follow the instructions as prompted by the mobile app while Voting on your mobile.**
- A. Note for Non – Individual Shareholders and Custodians**
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. 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.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. 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.
13. The company has appointed Mr. Shreyans Kumar Jain, Practicing Company Secretaries (FCS 8519) as Scrutinizer for conducting the e-voting process in a fair & transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the total votes cast in favor or against or invalid if any, in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

14. The Results of E-voting and voting at Annual General Meeting along with Scrutinizer's report shall be declared by the Chairman or his authorized representative within 48 hours of passing of the resolutions, placed on the website of the Company www.srkindltd.co.in thereafter communicate to BSE Limited where the shares of the Company are listed. The resolutions passed through e-voting shall be deemed to be passed at the Annual General Meeting of the Company.
15. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
16. Route Map showing directions to reach to the venue of the 25th AGM is given on the reverse side of the Attendance Slip as per the requirement of the Secretarial Standards-2 on General Meeting.

For and on behalf of the Board of
S R K Industries Limited
sd/-

Place: Mumbai
Dated: 25.08.2016

Shilpa P. Dedhiya
Company Secretary

I. Explanatory Statement Pursuant To Section 102(1) of the Companies Act, 2013:

Item No. 4

Taking into account the responsibilities borne by the Managing Director and the industry standards, the Board of Directors of the Company at its Meeting held on February 13, 2016 pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved the re- appointment and remuneration of Mr. Rakeshchand Jain, Managing Director under the Companies Act, 2013 for a term of 5 years with effect from February 1, 2016, being liable to retire by rotation.

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, including Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment and remuneration payable to the Managing Director is now being placed before the members in the 25th AGM for their approval by way of an Ordinary Resolution. The remuneration proposed to be payable to Mr. Rakeshchand Jain by way of salary, allowances and allowance within the limit prescribed under Section 197 of the Companies Act, 2013. Your Board of Directors recommends Resolution set out at Item No. 4 as Ordinary Resolution for approval of the members.

Mr. Rakeshchand M. Jain is interested in the resolution

None of the Directors and Key Managerial Personnel of the company & their relatives except as disclosed are concerned or interested in this resolution.

Item No. 5

On the recommendation of the Nomination & Remuneration Committee, Ms. Ranjana M. Sharma (DIN: 07434641) was appointed as an Additional Director of the Company with effect from February 13, 2016. As per the provisions of Section 161 of the Companies Act, 2013 ("Act"), Ms. Ranjana M. Sharma holds office upto the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received a notice in writing from a Member under section 160 of the Act along with a deposit of requisite amount proposing the candidature of her for the office of Director of the Company.

The company has received her confirmation of independence and the board with her expertise in accounts has recommended her appointment as independent director of the company

Your Board recommends the appointment of Ms. Ranjana M. Sharma as Director for the approval of the shareholders.

None of the Directors and Key Managerial Personnel of the company & their relatives except as disclosed are concerned or interested in this resolution.

For and on behalf of the Board of
S R K Industries Limited
sd/-

Place: Mumbai
Dated: 25.08.2016

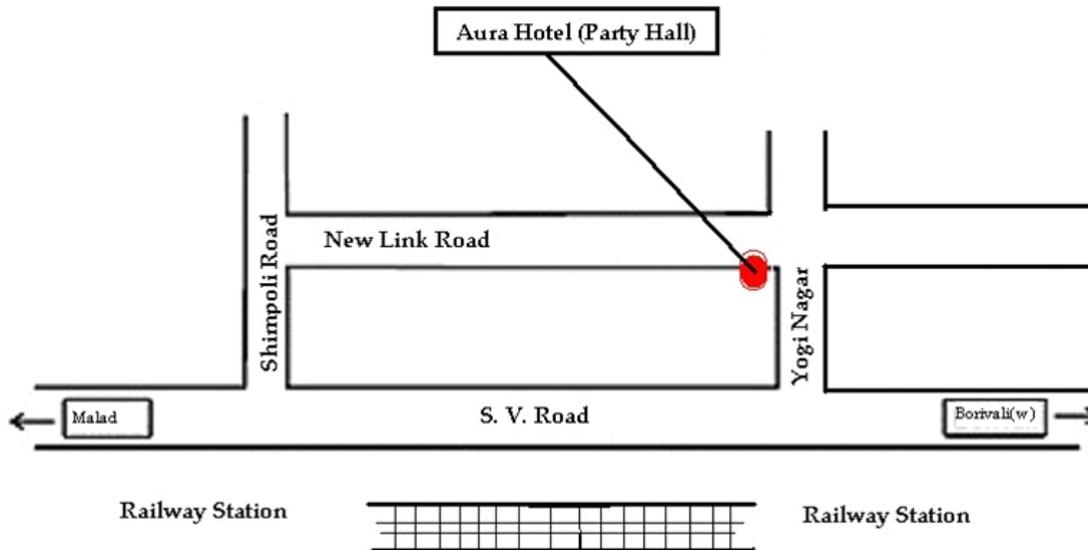
Shilpa P. Dedhiya
Company Secretary

II. Details of Directors seeking Appointment / Re-Appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Rakeshchand M. Jain
DIN No	00187350
Age	56 Year
Qualification	B.com
Expertise	Depth Knowledge in Finance, Textile and Real Estate
Other Directorship as on 31st March, 2016 (Excluding Unlisted Companies)	Nil
Shareholding of non-executive directors	3432090
Relationship with other Directors	None of Directors are related to Mr. Rakeshchand M Jain

Name of Director	Ranjana M. Sharma
DIN No	00187350
Age	29
Qualification	B Com
Expertise	Accountancy
Other Directorship as on 31st March, 2016 (Excluding Pvt. Companies)	Nil
Shareholding of non-executive directors	Nil.
Relationship with other Directors	None of Directors are related to Ms. Ranjana Sharma

Route Map



**Proxy form
Form No. MGT-11**

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

CIN	L17121MH1991PLC257750
Name of the company	S R K INDUSTRIES LIMITED
Registered Office	310 V Star Plaza, 'A' Wing, Chandavarkar Road, Borivali (W), Mumbai-400 092.

Name of the Member(s):	
Registered Address:	
E-mail Id	
Folio No /DP & Client ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint:-

1) Name:.....Address.....

E-mail ID:.....Signature.....or falling him/her

2) Name:.....Address.....

E-mail ID:.....Signature.....or falling him/her

3) Name:.....Address.....

E-mail ID:.....Signature.....or falling him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on Thursday, September 29, 2016 at 9.15 am at Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai 400 091, & at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Adoption of Annual Financial Statement for the Financial Year 2015-16 together with report of Board of Directors' and Auditor's thereon
2.	Re-appointment of Mr. Rakeshchand M. Jain (DIN: 00187350), who retires by rotation.
3.	Retification of Appointment of M/s. V.R.Renuka & Co.,(Firm Reg.No.108826W),Chartered Accountants of the Company
4.	Reappointment of Mr. Rakeshchand Jain Managing Director of the Company
5.	Appointment of Ms. Ranjana M. Sharma (DIN 07434641), as an Independent Director

Signed this ____ day of _____ 2016.

Affix
Revenue
Stamp

Signature of Shareholder Signature of Proxy holder

Note: 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. A proxy need not be the member of the Company.