

Super Fine Knitters Limited

CIN: L18101PB1998PLC021814

Regd. Office: C-5, Phase V, Focal Point, Ludhiana, 141010

Website: www.superfineknitters.com, email: cs@superfineknitters.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that pursuant to the applicable provisions of the Companies Act, 2013, and applicable rules issued thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Secretarial Standards - 2 (the "SS-2") and other applicable laws and regulations, that an Extraordinary General Meeting ("EGM" or "Meeting") of the Members of Super Fine Knitters Limited (hereinafter referred to as "Company") will be held on Tuesday 24th January 2023 at the Registered Office of the Company at C-5, Phase V, Focal Point, Ludhiana at 10.00 a.m. to transact the following business:

SPECIAL BUSINESS:

Re-appointment of Mr. Ajit Kumar Lakra as Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of Board of Directors be and is hereby accorded subject to approval of shareholders in extra ordinary general meeting to re-appoint Mr. Ajit Kumar Lakra has attained age of 72 years, as Managing Director and Chief Executive officer of the Company w.e.f. 28th December, 2022 for a term of five years at a monthly remuneration of Rs. 1,50,000.

"RESOLVED FURTHER THAT In the event of inadequacy or absence of profits in any financial years during his tenure, the Chairman & Managing Director will be entitled to above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration.

"RESOLVED FURTHER THAT the remuneration as set out above be paid as minimum remuneration to Mr. Ajit Kumar Lakra, Managing Director notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has made no profits or profits are inadequate.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Vivek Lakra, Whole Time Director be and are hereby severally 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 of Punjab, Chandigarh at Chandigarh."

For and on behalf of the Board
Super Fine Knitters Limited

Date: 28th December, 2022

Place: Ludhiana

Vivek Lakra

Director

C-5, Phase V, Focal Point,
Ludhiana 141010

NOTES:

1. A Statement pursuant to the provisions of Section 102 of the Act and Secretarial Standard on General Meeting (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **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 OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited

companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company/Registrar & Transfer Agent, authorizing their representative to attend and vote on their behalf at the meeting.
5. **Book Closure:**
The Register of Members and Share Transfer Books of the Company will be closed from Wednesday 18th January 2023 to Tuesday 24th January 2023 (both days inclusive).
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all working days, upto the date of the Meeting.
9. Notice of the Extraordinary General Meeting of the Company interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent to all such members whose email IDs are registered with the Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of the Extraordinary General Meeting will also be available on Company's website: www.superfineknitters.com for their download.

10. Voting through electronic means:

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 at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Ltd (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 21st January 2023 at 10.00 a.m. and ends on Monday, 23rd January 2023 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 Friday 20th January 2023 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name

	<p>or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- i. The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on "Shareholders".
 - iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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) Shareholders 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

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders 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.
- ix. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant **SUPER FINE KNITTERS LIMITED** on which you choose to vote.
- xi. 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.
- xii. Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 and to the Company at the email address viz; cs@superfineknitters.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
11. 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 20th January 2023**
 12. Ms. Pooja Damir Miglani, Company Secretaries has been appointed as the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.
 13. 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.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, 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 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 or call on 022-23058542/43.

For and on behalf of the Board
Super Fine Knitters Limited

Date: 28th December, 2022
Place: Ludhiana

Vivek Lakra
Director
C-5, Phase V, Focal Point,
Ludhiana 141010

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Mr. Ajit Kumar Lakra was appointed as a director of our Company, upon incorporation and currently he is being reappointed as Managing Director and Chief Executive Director of the Company.

Mr. Ajit Kumar Lakra has been re-appointed as Managing Director at the age of 72 years because he has excellent experience of over three decades in the knitted fabric and garments industry. He holds a Master's degree in Science (Chemistry) from the Meerut University. He is the President of the Ludhiana Knitters Association and also the President of Federation of Textile Associations of Ludhiana. He has been on our Board since the incorporation of our Company. He is responsible for the daily operations and takes strategic decisions for our Company.

The operations and revenues of our Company have seen continued growth in the auspices of Mr. Ajit Kumar Lakra. Continued services of Mr. Ajit Kumar Lakra are considered essential for the future growth of the Company.

The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013. The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites, from time to time, within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

I. General Information:		
1.	Nature of Industry	The Company is engaged in the business of manufacturing Hosiery Products.
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 18 th September, 1998.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
4.	Financial performance based on given indicators	During the year under review, the the Company's turnover of INR 5468.24 Lakhs as compared to INR 4590.39 Lakhs for the previous year. The Company has however suffered loss of INR 186.99 Lakhs as compared to loss of INR 144.39 Lakhs for the previous year.
5.	Foreign investments or collaborations, if any	The Company has no foreign Equity Investment.
II. Information about the appointee:		
1.	Background details	Mr. Ajit Kumar Lakra has experience of over three decades in the knitted fabric and garments industry. He holds a Master's degree in Science (Chemistry) from the Meerut University. He is the President of the Ludhiana Knitters Association and also the President of Federation of Textile Associations of Ludhiana. He has been on our Board since the incorporation of our Company. He is responsible for the daily operations and takes

		strategic decisions for our Company.
2.	Past Remuneration	Rs. 1,75,000/- per month.
3.	Recognition or awards	He is the President of the Ludhiana Knitters Association and also the Head of Textile Division, Federation of Industrial and Commercial Organization (FICO). He has been on our Board since the incorporation of our Company. and is providing necessary advice, from time to time, to the Company.
4.	Job profile and suitability	He is actively engaged in day to day running of Company. He is highly energetic, go getter, effective leader, efficient Mentor and proactive person.
5.	Proposed Remuneration	Rs. 1,50,000 per month
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship of Mr. Ajit Kumar Lakra with the Company, except, drawing of remuneration as Managing Director and a shareholder of the Company in terms of the applicable provisions of the Companies Act, 2013.
III. Other information:		
1.	Reasons of loss or inadequate profits	Fluctuations in the prices of raw material coupled with uncertainty in the market demand have led to inadequate profits.
2.	Steps taken or proposed to be taken for improvement	Numerous steps have been taken for improvement at operation level to bring down Cost of Production and also market have been explored more to add to customer base.
IV	Disclosures	Shall be disclosed in the Board of Directors' Report in accordance with the requirements of Schedule V of the Companies Act, 2013, if applicable to the Company.

The Board recommends for reappointment as set out in the item number 1 as a Special Resolution.

Mr. Ajit Kumar lakra and his relatives are concerned and interested in the proposed resolution either financial or otherwise.

Since increase reappointment of Mr. Ajit Kumar Lakra, Managing Director cum Chief Executive Officer require approval of shareholders, hence the proposed resolution.

For and on behalf of the Board
Super Fine Knitters Limited

Date: 28th December, 2022
Place: Ludhiana

Vivek Lakra
Director
C-5, Phase V, Focal Point,
Ludhiana 141010

ATTENDANCE SLIP
Super Fine Knitters Limited

(CIN: L18101PB1998PLC021814)

Registered Office: C-5, Phase V, Focal Point, Ludhiana – 141010

Extra ordinary General Meeting, of Super Fine Knitters Limited held on Tuesday 24th January 2023 at 10:00 a.m.at Registered Office C-5, Phase V, Focal Point, Ludhiana – 141010.

Registered Address:

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 Extra ordinary General Meeting, of Super Fine Knitters Limited held on Tuesday 24th January 2023 at 10:00 a.m.at Registered Office C-5, Phase V, Focal Point, Ludhiana – 141010.

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.

PROXY FORM

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

Super Fine Knitters Limited

(CIN: L18101PB1998PLC021814)

Registered Office: C-5, Phase V, Focal Point, Ludhiana – 141010

Name of the Member

Registered Address:

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 & AddressSignature..... or failing him/her
2. Name & AddressSignature..... or failing him/her
3. Name & AddressSignature..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra ordinary General Meeting, of Super Fine Knitters Limited held on Tuesday 24th January 2023 at 10:00 a.m.at Registered Office C-5, Phase V, Focal Point, Ludhiana – 141010, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	SPECIAL BUSINESS
1.	To Re-appoint Mr. Ajit Kumar Lakra as Managing Director of the Company.

Signed this day of..... 2023 Signature of Shareholder..... Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Rs. 1/-

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.