



## NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of M/s Samtex Fashions Limited will be held on Wednesday, the 30th September, 2015 at 9.30 A.M. at the Registered Office & Works of the Company at Plot No. 134-135, Noida Special Economic Zone, Phase – II, Noida – 201 305, Distt. Gautam Budha Nagar, (U.P.) to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon and also the consolidated audited Balance Sheet as at 31st March, 2015 and consolidated statement of Profit and Loss for the year ended 31st March, 2015.
2. To appoint a Director in place of Mr. Atul Mittal ( DIN 00223366), who retires by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) read with Companies (Audit & Auditors) Rules, 2014 and pursuant to recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the Members at 21<sup>st</sup> Annual General Meeting (AGM) held on September 30, 2014 in respect of appointment of auditors, M/s. Aggarwal & Rampal, Chartered Accountants ( Registration No. 003072N) till the conclusion of the 24<sup>th</sup> AGM of the Company for the Financial Year ending 2017, the Company hereby ratifies and confirms the appointment of M/s. Aggarwal & Rampal, Chartered Accountants as Statutory auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 24<sup>th</sup> Annual General Meeting for the Financial year ending 2017 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS

#### 4. RATIFICATION OF APPOINTMENT OF THE CHIEF FINANCIAL OFFICER OF THE COMPANY

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) read with the Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014, as recommended by Nomination and Remuneration Committee and approved by the Board, the Company hereby ratifies the appointment of Mr. Atul Mittal (DIN- 00223366) as Chief Financial Officer of the Company for a period of 2 years with effect from 14.02.2015."

#### 5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 & 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force)), new set of Articles of Association submitted to this meeting be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** as approved by Board of Directors, the Shareholders be and are hereby approve and adopt the new set of Articles of Association of the Company in the form and manner as prescribed under the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mrs. Rita Mittal, Chairperson & Managing Director and/or Mr. Atul Mittal, Joint Managing Director and /or Ms. Kamini Gupta, Company Secretary & GM Finance of the Company be and are hereby severally authorized to file any forms required to be filed with the Registrar of Companies, and to do all such acts, deeds and things as may be deemed necessary to give effect to the above Resolution."

#### 6. ALTERATION IN THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof,



for the time being in force), consent of the Members be and is hereby accorded for alteration of Memorandum of Association of the Company by deleting Clause C – OTHER OBJECTS and to change the Heading of clause B namely “ Objects incidental or Ancillary to the Attainment of the Main Objects : to “Matters which are necessary for furtherance of the Object specified in clause III(A)”.

**RESOLVED FURTHER THAT** the words “The Companies Act, 1956” whereas appearing in the Memorandum of Association be and are hereby replaced by the words “The Companies Act, 2013.

**RESOLVED FURTHER THAT** the present Clause IV of Memorandum of Association be deleted and in its place the following Clause IV be inserted.

IV The liability of the member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mrs. Rita Mittal, Chairperson & Managing Director and/or Mr. Atul Mittal, Joint Managing Director and /or Ms. Kamini Gupta, Company Secretary & GM Finance of the Company be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

7. **RATIFICATION AND APPOINTMENT OF ANUBHAV MITTAL AS VICE PRESIDENT, OVERSEAS MARKETING, IN THE SALES AND MARKETING DIVISION**

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

“**RESOLVED THAT** in suppression of earlier resolutions passed by members at their Annual General Meeting held on 27<sup>th</sup> September, 2013 and in terms of provisions of Section 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013 (including any amendment, modification or re-enactment thereof) as applicable read with the Companies (Meeting of Board and its Powers) Rules, 2014, consent of the Company be and is hereby accorded to Mr. Anubhav Mittal, son of Mrs. Rita Mittal, Chairperson & Managing Director of the Company, for holding and continue to hold an office or place of profit as Vice President , Overseas Marketing, in the Sales and Marketing Division of the Company for a period of 3 years from 01.10.2015 to 30.09.2018 at the salary of Rs. 600,000/- per month in the grade of Rs. 600,000 – 100,000 – 800,000 upon the terms and conditions relating to remuneration and otherwise as set out in the Statement which is Annexed to the notice convening the Annual General Meeting.

**RESOLVED FURTHER THAT** remuneration provided to Mr. Anubhav Mittal, Vice President for the period from October 1, 2014 to September 30, 2015 by the Company be and is hereby ratified.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him and as further agreed between the Board of Directors and Mr. Anubhav Mittal, without any further reference to the Company in General Meeting.

**FURTHER RESOLVED THAT** Ms. Kamini Gupta, Company Secretary of the Company be and is hereby authorized to do all such acts and things as may be deemed necessary for the compliance of the above said resolution.”

By order of the Board  
For **SAMTEX FASHIONS LIMITED**

Sd/-  
**KAMINI GUPTA**  
Company Secretary & GM Finance

Place : New Delhi  
Dated : 11.08.2015

**REGISTERED OFFICE & WORKS**

Plot No. 134-135, Noida Special Economic Zone,  
Phase -II, Noida-201 305  
Distt. Gautam Budha Nagar, Uttar Pradesh  
Phone No. : 0120-4055600  
E-Mail : [samtex.compliance@gmail.com](mailto:samtex.compliance@gmail.com)  
Website: [www.samtexfashions.com](http://www.samtexfashions.com)  
CIN : L17112UP1993PLC022479



## NOTES :

- a). **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting instead of himself. A proxy need not be a member of the company.** Proxies in order to be effective must be received by the company not less than 48 hours before the scheduled time of meeting. A blank proxy form is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable
- b) The Register of Member and Share Transfer Books of the Company will remain closed from 24-09-2015 to 30-09-2015 (both days inclusive).
- c) Members/Proxies should bring the Attendance Slip send herewith duly filled up for attending the meeting.
- d) Members are requested to communicate change in their address/ residential status, if any to the Company, quoting respective folios in case their holdings in physical form, and their Depository Participant (DPs) in respect of their holdings in dematerialized form.
- d) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least Ten days before the date of meeting, so that any information required by the members may be made available at the meeting.
- e) The Notice of the 22<sup>nd</sup> Annual General Meeting and instructions for e-voting, along with the attendance Slip, Proxy Form and the Annual Report 2014-15, is being sent by electronic mode to all members whose email addresses are registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s) unless a member has requested for a hard copy of the same.
- f) Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for the year 2014-15 will also be available on the Company's website [www.samtexfashions.com] for their download. The physical copies of the aforesaid documents and documents referred to in the notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Company's Registered Office and Corporate Office during 11:00 A.M. to 1:00 P.M. on all working days up to the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [samtex.compliance@gmail.com].

## Remote E-voting

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 23<sup>rd</sup>, 2015, i.e. Cut off Date are entitled to vote on the Resolutions set forth in this Notice. Remote e-voting is optional. The remote e-voting period will commence on Sunday, September 27<sup>th</sup>, 2015 at 10.00 A.M. (IST) and ends on Tuesday September, 29<sup>th</sup> at 5.00 P.M. (IST). The facility for voting by ballot/polling paper shall also be made available at the Annual General Meeting (AGM) and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. 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. A person who is not a member as on the cut off date should treat this Notice for information purposes only.

Mr. Deepak Kukreja, Practicing Company Secretary, FCS No: 4140 has been appointed to act as the Scrutinizer, to scrutinize the remote e-voting process and voting by ballot/polling paper at the AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

The Scrutinizer shall immediately after the conclusion at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and shall make in writing, within 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report to the Chairman or any person authorised by him, who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

The manner in which members have cast their votes, that is, affirming or negating the resolution(s), shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast in the AGM. However for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, the scrutinizer shall have access, after the closure of period for remote e-voting and before the start of the AGM, details relating to members, such as their names, folios, number of shares held and such other information that the scrutinizer may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.



The result of the remote e-voting along with the result of the poll conducted at the AGM and the Scrutinizer's Report shall be sent to stock exchanges, where the securities of the Company are listed and placed on the Company's website "www.samtextfashions.com" immediately after the results are declared by the Chairperson.

- g) Members are requested to bring their copy of the Annual Report to the meeting.
- h) The Complete details of the instruction for e- voting is annexed to this Notice.

**Process and Manner for Members opting for Remote E- Voting :**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting by electronic means and the business may be transacted through E- Voting Services provided by Central Depository Services (India) Limited (CDSL):

**1. Instruction for Remote E-Voting:-**

- (A) The instruction for members for voting electronically is as under:-
  - (i) The remote e- voting period begins on **Sunday, September 27th, 2015 at 10.00 A.M. (IST) and ends on Tuesday September, 29<sup>th</sup> at 5.00 P.M. (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Wednesday, the 23<sup>rd</sup> day of September, 2015 may cast their vote electronically. The remote e- voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Log on to the (remote) e- voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (iv) Now select "SAMTEX FASHIONS LIMITED" 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.
  - (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly to 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 in which they are eligible to vote, provided that Company opts for remote 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 remote e- voting or the resolutions contained in this Notice.
- (xii) Click on the EVSN for "Samtex Fashions 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 "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) Note for institutional Shareholders/ non individual/custodians :-
  - Institutional shareholders/ Non individual (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to Log on to <https://www.evotingindia.co.in> and register themselves as Corporate and custodians respectively.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case you have any queries or issues regarding remote e- voting, you may refer the Frequently Asked Questions ("FAQs") and (remote) e- voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (C) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the remote e- voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.samtextfashions.com](http://www.samtextfashions.com) and on the website of CDSL and the same be communicated to the Stock Exchange(s).
- (D) The term Members has been used to denote Shareholders of "Samtex Fashions Limited".

## Poll at the Meeting

After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting and poll as stated above. 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 and who have not cast their vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM

A route map and prominent land mark for easy location to the venue of AGM is attached to this Notice.



## **EXPLANATORY STATEMENT**

The following Statement in terms of Section 102 of the Companies, 2013 is annexed to and forms part of the Notice convening the 22<sup>nd</sup> Annual General Meeting:

### **ITEM NO. 4**

Mr. Atul Mittal is a Commerce Graduate, belonging to an Industrialist family and is having the managerial experience of about 15 years in Samtex Fashions Limited. He has shown the excellent performance by putting his sincere efforts and hard work for the growth and development of the Company.

Pursuant to the section 203 and other applicable provisions of the Companies Act, 2013 the Board has considered and approved in its Meeting dated 14<sup>th</sup> February, 2015 the appointment of Mr. Atul Mittal as Chief Financial Officer of the Company.

Mr. Atul Mittal (DIN- 00223366) also holds the position of Joint Managing Director (Whole Time Director) on Basic Salary at the Rate of Rs. 1,20,000/- per month in the scale of Rs. 1,20,000 -30,000- 1,80,000 and other perquisite and allowances as passed in the Meeting of Board of Directors dated 14.02.2014. He was appointed on the Post of Chief Financial Officer (CFO) without getting any extra remuneration.

#### **Memorandum of Interest:-**

The appointee Mr. Atul Mittal, himself, Mrs. Rita Mittal being related to him are concerned or interested in the appointment / Resolution.

This may also be considered as an abstract of the Terms and Conditions of the appointment of the Chief Financial Officer and the Memorandum of interest in pursuance of Section 190 of the Companies Act, 2013.

The board commends the resolution for the approval by the Share Holders.

### **ITEM NO. 5**

In order to comply the provisions of section 5, section 6 and section 14 of the Companies Act, 2013 there is need to adopt the new set of Articles of Association of the Company. The Articles of Association ("AoA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. Therefore in order to align the same, new set of Articles of Association is required to be adopted by the company.

Hence the consent of the Members by way of Special Resolution is required for adoption of New Set of Articles of Association in place of existing Articles of Association of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

A copy of the proposed set of new Article of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m up to the date of AGM.

The Directors commend the aforesaid resolution for the approval by the members as Special Resolution.

### **ITEM NO.6**

As per the provisions of section 4 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company shall have only main objects and objects in furtherance thereof. Hence in order to align the Memorandum of Association with the Companies Act, 2013, the ancillary objects are required to be renamed and other objects are required to be deleted.

The proposed change would require the consent of the members by way of passing of Special Resolution. Hence your approval is sought in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 set out at Item No. 6 of the notice.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m up to the date of AGM.

The Directors commend the aforesaid resolution for the approval by the members as Special Resolution.



## ITEM NO.7

Mr. Anubhav Mittal was first appointed as Vice-President, Overseas Marketing in the Sales and Marketing Division of the Company with an office in New York, USA to develop the growth of exports of the Company in American Markets for a period of 5 years w.e.f.01.10.96. The Company had got the necessary approval from the Central Government from time to time. The latest approval by shareholders at its Annual General Meeting held on 27.09.2013 was accorded for continuation of appointment of Mr. Anubhav Mittal and re-appointed him for a period of three years from 01.10.2013 to 30.09.2016 at salary of Rs. 5,50,000/- (Rupees Five Lacs Fifty Thousand Only) per month in the grade of Rs. 5,50,000-1,00,000-7,50,000. Accordingly, the Company had made an application to the Central Government u/s 314(1B) of the Companies Act, 1956 for approval to pay the remuneration exceeding the limits of section 314(1B) of the Companies Act, 1956. The Central Government vide letter dated August 25, 2014 which was received by the Company after the dispatch of Notice of Annual General Meeting for the year 2014 directed the Company "to pay remuneration to the appointee of Rs. 5,16,3428/- per annum for the period 01/10/2013 to 30/09/2014". With the enforcement of the Companies Act, 2013 and as per the provisions of Section 188 (1)(f) the approval of Central Government is not required for related party's appointment to any office or place of profit in the Company. During the period from October 1, 2014 to September 30, 2015 his remuneration is Rs. 5,50,000/- (Rupees Five Lacs Fifty Thousand Only) per month.

Considering the good performance of Mr. Anubhav Mittal, the Board of Directors at its meeting held on 11<sup>th</sup> August, 2015 proposed to ratify and re-appoint him in continuation of previous appointment, with remuneration for a further period of 3 years with effect from 01.10.2015 to 30-09-2018 at the pay scale as proposed in the resolution. The renewal of appointment of Mr. Anubhav Mittal was duly considered and recommended by the Nomination & Remuneration Committee Meeting held on 10<sup>th</sup> August 2015 with a salary of Rs. 6,00,000/- (Rupees Six Lacs Only) per month in the scale of Rs. 600,000 – 100,000 – 800,000.

The Board commends the resolution for your approval.

Mrs. Rita Mittal, Chairperson & Managing Director and Mr. Atul Mittal, Directors of the Company are interested in the resolution being related to Mr. Anubhav Mittal.

By order of the Board  
For **SAMTEX FASHIONS LIMITED**

Sd/-  
**KAMINI GUPTA**  
Company Secretary & GM Finance

Place : New Delhi  
Dated : 11.08.2015

## **REGISTERED OFFICE & WORKS**

Plot No. 134-135, Noida Special Economic Zone,  
Phase -II, Noida-201 305  
Distt. Gautam Budha Nagar, Uttar Pradesh  
Phone No. : 0120-4055600  
E-Mail : [samtex.compliance@gmail.com](mailto:samtex.compliance@gmail.com)  
Website: [www.samtexfashions.com](http://www.samtexfashions.com)  
CIN : L17112UP1993PLC022479



# SAMTEX FASHIONS LIMITED

Regd. Office : Plot No. 134-135, Noida Special Economic Zone  
Phase - II, Distt. Gautam Budha Nagar, Noida - 201 305 (U.P.)  
CIN- L17112UP1993PLC022479, EMAIL-samtex.compliance@gmail.com

## FORM NO. MGT-11 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 company : **SAMTEX FASHIONS LIMITED**  
Registered Office : **Plot No. 134-135, Noida Special Economic Zone  
Phase - II, Distt. Gautam Budha Nagar,  
Noida - 201 305 (U.P.)**

Name of Shareholder(s) :  
Registered Address :  
Email ID. :  
Folio No./DP ID/Client ID :

I/We, being the member(s) of.....Shares of the above named company, hereby appoint:

- Name: ..... Address: .....  
Email Id: ..... Signature: .....or falling him/her
- Name: ..... Address: .....  
Email Id: ..... Signature: .....or falling him/her
- Name: ..... Address: .....  
Email Id: ..... Signature: .....or falling him/her

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 30<sup>th</sup> September, 2015 at 9.30 A.M. at the Registered Office & Works of the Company at Plot No. 134-135, Noida Special Economic Zone, Phase – II, Noida – 201 305, Distt. Gautam Budha Nagar, (U.P.) and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Description of the Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon and also the consolidated audited Balance Sheet as at 31st March, 2015 and consolidated statement of Profit and Loss for the year ended 31st March, 2015.		
2.	To appoint a Director in place of Mr. Atul Mittal (DIN 00223366), who retires by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment.		
3.	Ratification of appointment of Statutory Auditor		
4.	Ratification of appointment of the Chief Financial Officer of the Company		
5.	Adoption of new set of Articles Of Association of Company		
6.	Alteration in the Memorandum of Association		
7.	Appointment and Ratification of Anubhav Mittal as Vice President, Overseas Marketing, in the Sales and Marketing Division		

Signed this.....day of.....2015

Signature of Shareholder..... Signature of Proxy Holder(s).....

**AFFIX  
REVENUE  
STAMP**

### 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.
- This is only optional. Please 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.





## SAMTEX FASHIONS LIMITED

Regd. Office : Plot No. 134-135, Noida Special Economic Zone  
Phase - II, Distt. Gautam Budha Nagar, Noida - 201 305 (U.P.)  
CIN- L17112UP1993PLC022479, EMAIL-samtex.compliance@gmail.com

### ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Folio No./DP ID No.....

No. of equity shares held.....

Name of the Member.....

(in block letters)

Name of the Proxy.....

(if any)

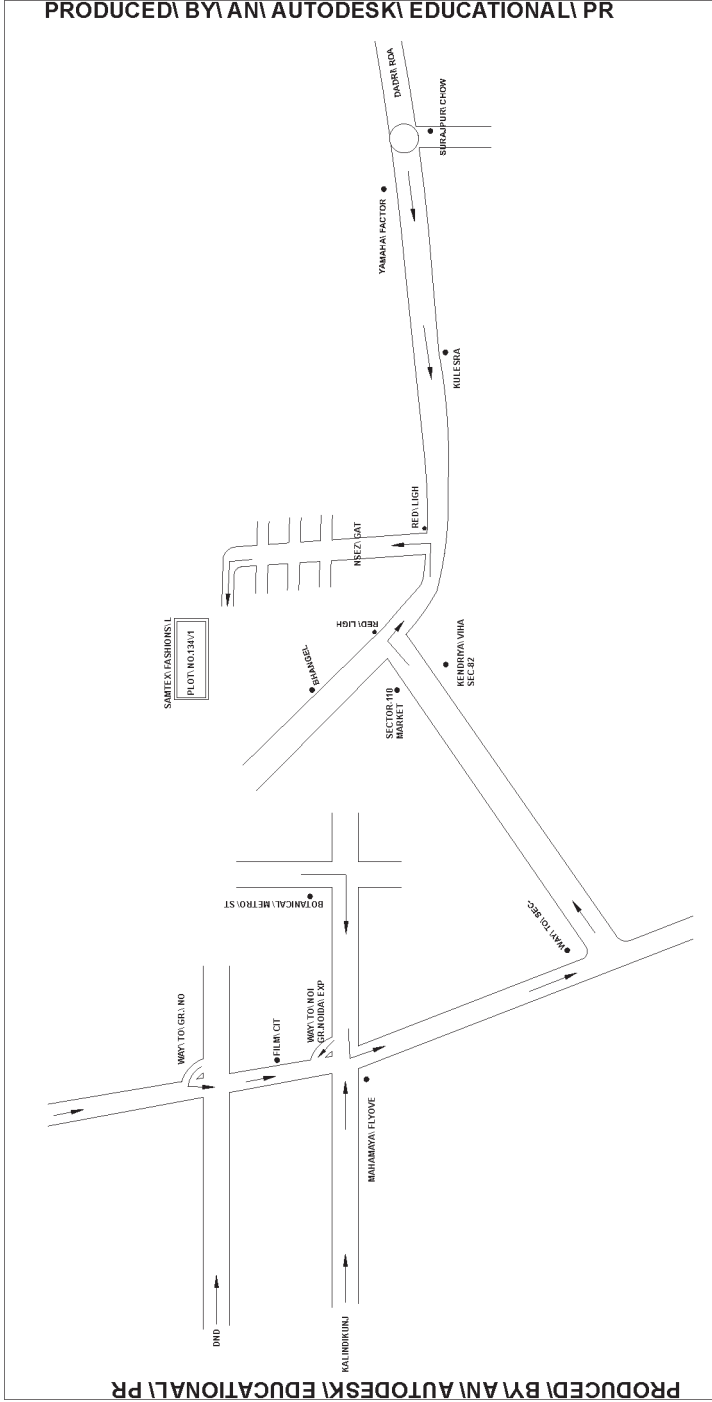
I hereby record my presence at the **22nd Annual General Meeting** of the Company held on **Wednesday, 30th day of Sept., 2015**.

.....  
Signature of the Member/Proxy

Admission slips without this information will not be accepted.

**No Gift/Gifts coupons will be provided to the members.**

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**BOOK POST/REGISTERED/COURIER**

*If undelivered, please return to :*



**SAMTEX FASHIONS LIMITED**

*Corporate Office:* Unit No. 307, Square One Mall,  
C-2 District Center, Saket, New Delhi -110017

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