



NOTICE OF THE 9th ANNUAL GENERAL MEETING

To,
The Members of
LAGNAM SPINTEX LIMITED
(CIN: L17119RJ2010PLC032089)
A 51-53, RIICO Growth Centre Hamirgarh,
Bhilwara- 311001. (Raj.)

Notice is hereby given that the 9th Annual General Meeting of the members of **LAGNAM SPINTEX LIMITED** will be held on Monday, the 9th day of September 2019 at 11.00 A.M. at the Registered Office of the Company situated at A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara- 311001, Rajasthan, India to transact the following businesses: -

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year 2018-19 ended 31st March 2019, comprising of the Balance Sheet as at 31st March 2019, Statement of Profit & Loss and Statement of Cash Flow for the year 2018-19 ended 31st March 2019, together with the Report of the Statutory Auditors and Board's Report thereon.
2. To appoint statutory auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provision, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time **M/s SSMS & ASSOCIATES**, Chartered Accountants, Bhilwara (Firm Registration No. 019351C) be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2024, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

3. To appoint Director in place of Mr. D. P. Mangal (DIN: 01205208) who is liable to retire by rotation and is being eligible, offer himself for re- appointment.

SPECIAL BUSINESS: -

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



Appointment of Mr. Vijay Singh Bapna (DIN: 02599024) as an Independent Director: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to provisions of the Listing Regulations, Mr. Vijay Singh Bapna [DIN : 02599024] S/o Sh. Sangram Singh Bapna who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for five consecutive years and whose office shall not be liable for retire by rotation.”

Dated : 13th August 2019

Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

Sd/-

**ANAND MANGAL
DIN: 03113542
MANAGING DIRECTOR**

Notes: -

1. The Company is listed with NSE on EMERGE (SME) platform.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited proxy form at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Members/Proxies should fill Attendance Slip for attending the meeting.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013, as SME listed Company is not Mandatory to provide E-voting Facility.
6. The register of the Members and share Transfer book of the company shall remain closed from 5th September 2019 to 9th September 2019. (both days inclusive)
7. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
9. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
10. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
11. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
12. Members who are holding shares in identical names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.



13. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
14. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website www.lagnamspintex.com and may be accessed by the members and also on the website of the National Stock Exchange of India Ltd. www.nseindia.com
15. Electronic copy of the Annual Report for 2018-19 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 physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2018-19 is being sent in the permitted mode and members are requested to bring their copy of the Annual Report with them at the meeting.
16. Route Map showing directions to reach to the venue of the AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."
17. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Members at the General Meeting held on 23rd December, 2017 approved the appointment of Mr. Vijay Singh Bapna as Professional Non-Executive Director of the Company with effect from the said date. Mr. Vijay Singh Bapna is the Member of the Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Grievances Committee of the Board of Directors of the Company.

On the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the Members, the Board at the meeting held on 31st July, 2019, recommended to re-designate Mr. Bapna as Independent Director of the Company for five consecutive years.

In the opinion of the Board, the proposed director fulfills the conditions specified in the Act and the Rules framed there under and he is independent to the management.

Further, Mr. Vijay Singh Bapna, (DIN - 02599024), is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Companies Act, 2013 read with the rules made there under, and has given his consent to act as a Director (Category - Non-executive, Independent) of the Company. Moreover, he has submitted the declaration cum



certificate of independence confirming that, he individually meets the criteria of independence as provided in Sub-Section (6), (7) and (8) of Section 149 and other applicable provisions of the Companies Act, 2013 read with relevant rules made there under, Schedule IV (Code for Independent Directors) to the Companies Act, 2013.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Vijay Singh Bapna, (DIN - 02599024), for the office of a Director (Category - Non-executive, Independent) of the Company. The brief profile of Mr. Vijay Singh Bapna, (DIN - 02599024), is provided in the Annex and forms part of the Notice.

It is proposed that the Mr. Vijay Singh Bapna [DIN : 02599024], S/o Sh. Sangram Singh Bapna entitled to receive remuneration by way of sitting fees as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Mr. Vijay Singh Bapna, (DIN - 02599024), may be deemed to be interested in the Resolution set out at Item No. 4 of the Notice with regard to his appointment as a Director (Category - Non-executive, Independent) of the Company.

Except Mr. Vijay Singh Bapna, (DIN - 02599024), for himself, being the appointee, none of the other Director/s, Key Managerial Personnel of the Company, and their relatives, are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of director is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Dated : 13th August 2019

Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

Sd/-

**ANAND MANGAL
DIN: 03113542
MANAGING DIRECTOR**

**Annexure to the Item No. 3 of the Notice****BRIEF RESUME OF THE DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 09TH ANNUAL GENERAL MEETING TO BE HELD ON 9TH SEPTEMBER 2019.**

Name	Mr. D. P. Mangal
DIN	01205208
Date of Birth	03.10.1948
Date of appointment on the Board	11.06.2010
Qualifications	CA, B.com
Expertise in specific functional areas	Mr. D. P. Mangal, aged 70 years is Promoter-Director and Chairman of the Company. Mr. D. P. Mangal takes care of financial and operational aspect of the Company. He is a qualified Chartered Accountant with vast industrial experience which includes more than 40 years in textile industry. He has also served as the top managerial positions in Large Textiles corporate companies and was involved in various expansion projects. He also assists the Board in making business strategies, formation of policies, technological up gradation plan and new product development. Further, he acts as coordinator between the Managing Director & other members of management team.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Directorship in other public Companies: NIL
Chairman / Member of the Committees of the Board of Directors of Lagnam Spintex Limited	Member – Audit Committee Member – CSR Committee
Memberships/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholder Grievances Committee)	Chairmanship in other Companies: NIL Membership in other Companies: NIL
Number of equity shares held in the Company	2946250 Equity Shares
Relationships with other Directors, Manager and other Key Managerial personnel	Father of Mr. Anand Mangal, Managing Director of the Company
Details of remuneration paid / sought to be paid	Rs. 444677 P.M.
Number of meetings of the Board attend during the year	10 (Ten)

**Annexure to the Item No. 4 of the Notice****BRIEF RESUME OF THE DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 09TH ANNUAL GENERAL MEETING TO BE HELD ON 9TH SEPTEMBER 2019.**

Name	Mr. Vijay Singh Bapna
DIN	02599024
Date of Birth	28.08.1948
Date of appointment on the Board	23.12.2017
Qualifications	CA, M.COM
Expertise in specific functional areas	Mr. Vijay Singh Bapna aged about 71 years is a Chartered Accountant by qualification and has rich experience of 47 years. He has spent around 18 years of career in Thailand and Canada and has held senior management positions such as President, CEO and Whole Time Director for more than 25 years in the multinational companies. He has completed Master Class for independent directors by Institute of Directors. He has rich experience in Project implementation and Plant operations with high level management caliber and has received many awards and recognition like Udyog Ratna Award, Best Professional Manager Award, International Management Excellence Award and Rajiv Gandhi Rastriya Ekta Award.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1. Global Education Ltd. 2. MMP Industries Ltd. 3. Oil Field Warehouse & Services Ltd. 4. Usha Martin Ltd.
Chairman / Member of the Committees of the Board of Directors of Lagnam Spintex Limited	Member – NRC Committee Member – CSR Committee Member – Stakeholders' Relationship Committee
Memberships/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholder Grievances Committee)	Chairmanship: 4 (Four) Membership: 1 (One)
Number of equity shares held	NIL
Relationships with other Directors, Manager and other Key Managerial personnel	No relation with other directors and KMP(s)
Details of remuneration paid / sought to be paid	Remuneration (Sitting Fee) Rs. 10000/- for attending board meeting Rs. 2500/- for attending committee meeting
Number of meetings of the Board attend during the year	4 (Four)



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]

CIN: L17119RJ2010PLC032089

Name of the company: M/s Lagnam Spintex Limited

Registered office: A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara - 311001 (Raj)

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id:
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I/We, being the member (s) holding..... shares of the above-named company, hereby appoint

Name:

Address:

E-mail Id:

Signature:....., or failing him

Name:

Address:

E-mail Id :

Signature:.....,

as my/our proxy to attend and vote (on a poll) on my/our behalf at the Annual General Meeting of the company, to be held on Monday 09th September 2019 at 11:00 A.M. at A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara - 311001 (Raj) and at any adjournment thereof.

Signed this..... day of..... 20....

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.



ATTENDANCE SLIP

1	Name of The Attending Member (In Block Letter)	
2.	Registered folio no.	
3.	Name of proxy (in block letters) (to be filled if the proxy attends instead of the member)	

No of Shares held

I hereby record my presence at Annual General Meeting of the Company at A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara - 311001 (Raj) on Monday, 9th September 2019 at 11.00 A.M.

Member's / Proxy's Signature

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



Route Map to the venue of the AGM

← → ↻ google.com/maps/dir/RAILWAY+STATION,+BHILWARA,+Bhopal+Ganj,+Bhilwara,+Rajasthan/Lagnam+Spintex+Ltd,+Hamirgarh,+Rajasthan/@25.2894117,74.5401964,12z/data=!3m1!4b1!4m13!4m12!1m5!1...



RAILWAY STATION, BHILWARA to Lagnam Spintex Ltd, Hamirgarh, Rajasthan

Drive 13.1 km, 27 min

Cancel

You can enter notes here.

