

Board of Directors

Chaman Lal Setia (Din:- 01125789)
(Chairman cum Mg. Director)

Vijay Kumar Setia (Din:- 01125966)
(Whole Time Director)

Rajeev Setia (Din :- 01125921)
(Whole Time Director & CFO)

Sukarn Setia(Din :- 01133561)
(Whole Time Director)

Ankit Setia (Din:- 01133822)
(Whole Time Director)

Sankesh Setia (Din :- 06620109)
(Whole Time Director)

Inder Dev Kukkar (Din :- 01193209)
(Independent Director)

Naresh Kumar Suneja (Din :- 01383235)
(Independent Director)

Raghav Peshawaria (Din :-01386434)
(Independent Director)

Amar Jyoti Bagga (Din :-06958408)
(Independent Woman Director)

Vijay Kumar Jhamb (Din :-07021080)
(Independent Director)

Arun Kumar Verma (DIN :-08145624)
(Independent Director)

Registered Office

MiranKotRoad,P.O CentralJail,
AjnalaRoad,Amritsar.143002

Corporate Office

No. 472, Udyog Vihar,
Phase-III, Gurgaon-122001

Works/Sales Office/Packing Unit

Mirankot Road,Amritsar
KaithalRoad,Karnal,
526-B, Lahori Gate, Delhi,
Alipur, Delhi,
Gandhidham,Gujarat

Bankers

Hdfc Bank, TheMall
Amritsar-143001

Registrar & Common Share Transfer Agent

Beetal Financial & Computer Services Private Ltd.
IIIrd Floor, 99 Madangir,
(Near Dada Harsukhdass Madangir),
New Delhi-110062

Auditors

M/s.R Chopra & Associates
Chartered Accountants
58-D, Majitha House,
Model Town Mandir,
Amritsar-143001

Company Secretary

Kanika Nevatia
1226, Katra Ahluwalia, Amritsar-143001

ANNUAL GENERAL MEETING

On 28th September, 2019 at 4.30 p.m. at
Hotel P.R Residency,101,Distt. Shopping Centre, Ranjit
Avenue, Amritsar-143001

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NOTICE OF ANNUAL GENERAL MEETING CHAMAN LAL SETIA EXPORTS LTD.

(CIN No.: L51909PB1994PLC015083)
Miran Kot Road, P.O. Central Jail, Ajnala Road, Amritsar-143002
Phone No. 0183-2592708, Fax No. 0183-2590453
Website: www.maharanirice.in Email: clsetia@rediffmail.com

NOTICE TO THE MEMBERS

Notice is hereby given that the 25th Annual General Meeting of the members of CHAMAN LAL SETIA EXPORTS LTD. will be held on Saturday, the 28th day of September, 2019 at Hotel P.R Residency, 101, Distt. Shopping Centre, Ranjit Avenue, Amritsar-143001 at 4:30 p.m. to transact with or without modification(s), as may be permissible to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31.03.2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on the Equity Shares for Financial Year ended on 31st March, 2019.
3. To appoint a Director in place of Mr. Ankit Setia (Din: 01133822), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sankesh Setia (Din : 06620109), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :-

5. **To give approval for re-appointment of Mr. Chaman Lal Setia (DIN:- 01125789) and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as Special Resolution :**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013 and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of members of Company be and is hereby accorded for the re-appointment and payment of remuneration to Shri Chaman Lal Setia (DIN 01125789), as Chairman & Managing Director of the Company for a period of five years, with effect from 21.09.2019 on the following terms and conditions, with further power to the board to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in schedule V to the Companies Act, 2013 , as may be agreed to by the Board of Directors and Mr. Chaman Lal Setia.

REMUNERATION

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity .

The Basic Salary shall be Rs. 4, 00,000.00 per month, payable monthly .

The Company's contribution to the Gratuity and Provident Fund shall be according to the rules of the Company in force from time to time.

B) Variable Compensation

Commission will be as per the net profits of the Company based on the sales determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time.

C) Perquisite and Allowance

In addition to the Fixed and variable Compensation, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances") These perquisites and allowances may be granted to the Managing Director in such forms and manner as the Board may decide

- a) Housing as per rules of the Company (i.e unfurnished/furnished residential accommodation and/or House Rent
- b) Payment/Reimbursement of medical/hospitalization expenses for the Managing director and his family in accordance with the rules of the Company.
- c) Group Insurance cover, Group Medi-claim cover.
- d) Company car with driver for official use.
- e) Free telephone facility at the residence as per the rules of the Company
- f) Payment/Reimbursement of telephone Expenses
- g) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per the rules of the Company.
- h) Other Perquisites, Allowances, benefits and amenities as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.
- i) Perquisites shall be evaluated at actual cost or if cost is not ascertainable the same shall be valued as per Income Tax Rules.
- j) Credit Card Facility.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" including any committee constituted by the Board) of the Company be and hereby authorised to alter and vary the remuneration payable to Mr. Chaman Lal Setia, as it may deem fit and as may be acceptable to Mr. Chaman Lal Setia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Chaman Lal Setia, the Company may, subject to the requisite approvals, if required, pay you remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors to give effect to the aforesaid resolution."

6. To give approval for re-appointment of Mr. Sankesh Setia (DIN:- 06620109) 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 recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board and in accordance with the provisions of Sections 196 and 197 read with schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Articles of Association of Company, approval of members of Company be and is hereby accorded to the re-appointment of Mr. Sankesh Setia (Din: 06620109), as Whole Time Director of the Company, for a further period of five years w.e.f 29.09.2019 on the remuneration, terms and conditions as set out below:



REMUNERATION:-

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity

The Basic Salary shall be Rs. 200000.00 per month, payable monthly

The Company's contribution to the Gratuity and Provident Fund shall be according to the rules of the Company in force from time to time

B) Variable Compensation

Commission will be as per the net profits of the Company based on sales determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time.

C) Perquisites and Allowance

In addition to the Fixed Compensation, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances") These perquisites and allowances may be granted to the Wholetime Director in such forms and manner as the Board may decide.

- a) Housing as per rules of the Company (i.e. unfurnished/furnished residential accommodation and/or House Rent
- b) Payment/Reimbursement of medical/hospitalization expenses for the Whole-Time director and his family in accordance with the rules of the Company.
- c) Group Insurance cover, Group Medi-claim cover.
- d) Company car with driver for official use.
- e) Free telephone facility at the residence as per the rules of the Company.
- f) Payment/Reimbursement of telephone Expenses.
- g) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per the rules of the Company.
- h) Other Perquisites, Allowances, benefits and amenities as per the policy/ rules of the Company in force and/or as may be
- i) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- j) Credit Card Facility

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" including any committee constituted by the Board) of the Company be and hereby authorised to alter and vary the remuneration payable to Mr. Sankesh Setia, as it may deem fit and as may be acceptable to Mr. Sankesh Setia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Sankesh Setia, the Company may, subject to the requisite approvals, if required, pay you remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors to give effect to the aforesaid resolution."

7. **To give approval of payment of remuneration to Mr. Vijay Kumar Setia (DIN:- 01125966) as a Whole-time Director and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution :-**

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Vijay Kumar Setia (DIN : 01125966), Whole Time Director of Company at such terms and conditions as approved by shareholders in 24th Annual General Meeting of Company , notwithstanding that the annual aggregate remuneration payable to Mr. Vijay Kumar Setia, Whole Time Director , Mr. Rajeev Setia Whole Time Director & CFO, Mr. Sukarn Setia, Whole Time Director, Mr. Sankesh Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director & Chairman of Company, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Vijay Kumar Setia.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

8. **To give approval of payment of remuneration to Mr. Rajeev Setia (DIN:- 01125921) as a Whole-time Director and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution :-**

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Rajeev Setia (DIN : 01125921), Whole Time Director & CFO of Company at such terms and conditions as approved by Members in its Annual General Meeting held on September 29, 2018, notwithstanding that the annual aggregate remuneration payable to Mr. Rajeev Setia, Whole Time Director & CFO of Company, Mr. Vijay Kumar Setia, Whole Time Director, Mr. Sukarn Setia, Whole Time Director, Mr. Sankesh Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director & Chairman of Company, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Rajeev Setia.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

9. **To give approval of payment of remuneration to Mr. Sukarn Setia (DIN:- 01133561) as a Whole-time Director and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution :-**

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Sukarn Setia (DIN : 01133561), Whole Time Director at such terms and conditions as approved by Members in its Annual General Meeting held on September 29, 2018,

notwithstanding that the annual aggregate remuneration payable to Mr. Sukarn Setia, Whole Time Director, Mr. Rajeev Setia Whole Time Director & CFO, Mr. Vijay Kumar Setia, Whole Time Director, Mr. Sankesh Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director & Chairman of Company, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Sukarn Setia.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

- 10. To give approval of payment of remuneration to Mr. Sankesh Setia (DIN:- 06620109) as a Whole-time Director and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution :-**

"RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Sankesh Setia (DIN : 06620109), Whole Time Director at such terms and conditions as mentioned in item no. 6 of this notice, notwithstanding that the annual aggregate remuneration payable to Mr. Sankesh Setia Whole Time Director, Mr. Sukarn Setia, Whole Time Director, Mr. Vijay Kumar Setia, Whole Time Director, Mr. Rajeev Setia, Whole Time Director & CFO, Mr. Ankit Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director and Chairman of Company, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Sankesh Setia.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

- 11. To give approval of payment of remuneration to Mr. Ankit Setia (DIN:- 01133822) as a Whole-time Director and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution :-**

"RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Ankit Setia (DIN : 01133822), Whole Time Director at such terms and conditions as approved by Members in its Annual General Meeting held on September 29, 2018, notwithstanding that the annual aggregate remuneration payable to Mr. Ankit Setia, Whole Time Director, Mr. Rajeev Setia Whole Time Director & CFO, Mr. Sukarn Setia, Whole Time Director, Mr. Vijay Kumar Setia Whole Time Director, Mr. Sankesh Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director and Chairman of Company, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Ankit Setia.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

- 12. To give approval of payment of remuneration to Mr. Chaman Lal Setia (DIN:- 01125789) as a Managing Director and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution :-**

RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Chaman Lal Setia (DIN : 01125789), Managing Director and Chairman of Company at such terms and conditions as mentioned in item no. 5 of this notice, notwithstanding that the annual aggregate remuneration payable to Mr. Chaman Lal Setia Managing Director & Chairman, Mr. Sukarn Setia, Whole Time Director, Mr. Vijay Kumar Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director, Mr. Rajeev Setia, Whole Time Director & CFO and Mr. Sankesh Setia Whole Time Director of Company, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Chaman Lal Setia.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

13. To give approval of re-appointment of Mr. Inder Dev Kukkar (DIN:- 01193209) as an Independent Director of Company for a second term of five consecutive years, in terms of section 149 of the Companies Act, 2013:-

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and other applicable provisions, if any Mr. Inder Dev Kukkar (DIN 01193209), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01.04.2019 and who holds office upto the date of this AGM of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company and who is eligible for re-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 and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for appointment of Mr. Inder Dev Kukkar as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years commencing from 01.04.2019 to 31.03.2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

14. To give approval of re-appointment of Mr. Naresh Kumar Suneja (DIN:- 01383235) as an Independent Director of Company for a second term of five consecutive years, in terms of section 149 of the Companies Act, 2013:-

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and other applicable provisions, if any Mr. Naresh Kumar Suneja (DIN 01383235), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01.04.2019 and who holds office upto the date of this AGM of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company and who is eligible for re-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 and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for appointment of Mr. Naresh Kumar Suneja as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years commencing from 01.04.2019 to 31.03.2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

15. To give approval of re-appointment of Mr. Raghav Peshawaria (DIN:-01386434) as an Independent Director of Company for a second term of five consecutive years, in terms of section 149 of the Companies Act, 2013:-

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and other applicable provisions, if any Mr. Raghav Peshawaria (DIN 01386434), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01.04.2019 and who holds office upto the date of this AGM of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company and who is eligible for re-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 and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for appointment of Mr. Raghav Peshawaria as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years commencing from 01.04.2019 to 31.03.2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

16. To give approval of re-appointment of Mrs. Amar Jyoti Bagga (DIN:- 06958408) as an Independent Director of Company for a Second Term of five consecutive years, in terms of section 149 of the Companies Act, 2013:-

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

“RESOLVED THAT Mrs. Amar Jyoti Bagga (DIN: 06958408), who was appointed as an Independent Director by the shareholders in the Annual General Meeting (AGM) of the Company held in year 2014 for a term of 5 (five) years upto the forthcoming AGM of 2019 and who meets the criteria of Independence as provided under section 149(6) of the Act and who is eligible for re-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 and based on the recommendation of the Nomination & Remuneration Committee and further approval of Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for appointment of Mrs. Amar Jyoti Bagga (DIN: 06958408), in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as an Independent Non-Executive Director of Company to hold office for second term of 5 (five) consecutive years commencing from 29.09.2019 to 28.09.2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

17. To give approval of re-appointment of Mr. Vijay Kumar Jhamb (DIN:- 07021080) as an Independent Director of Company for a Second Term of five consecutive years, in terms of section 149 of the Companies Act, 2013:-

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules framed thereunder, read with Schedule IV of the said act and other applicable provision, if any, as amended from time to time and as per Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and further approval of Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for appointment of Mr. Vijay Kumar Jhamb (DIN: 07021080), as an Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations and who is eligible for re-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 of Company be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years commencing from 13th October, 2019 to 12th October, 2024.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

IMPORTANT NOTES :

1. An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 ("Act"), which sets out details relating to Special Businesses set out in item Nos. 5 to 17 of the accompanying Notice is annexed thereto and relevant details as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as per Secretarial Standard issued by The Institute of Company Secretaries of India, of persons seeking appointment/ re-appointment as Directors, are also annexed hereto.
2. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other Statutory Registers shall be available for inspection by members at the Registered Office of the Company during normal business hours on the working days between 11:00 a.m. to 1:00 p.m. except Sunday and Public holidays upto the Annual General Meeting (AGM).
3. The Registers of Members and Share Transfer Books of the Company will remain closed from Saturday 21st September, 2019 , to Saturday 28th September, 2019 (both days inclusive).
4. If Dividend on Equity shares as recommended by the Board of Directors for the Financial year ended March 31, 2019, if approved at the 25th Annual General Meeting (AGM), payment of such dividend will be made within a period of 30 days from the date of declaration.
5. A Member entitled to attend and vote at the ANNUAL GENERAL MEETING (AGM) is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/proxies need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in 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 proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, must be received at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the AGM. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc. must be supported by an appropriate resolution/ authority as applicable.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company at its Registered Office, a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting .
7. 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 maintain their demats accounts. Members holding shares in physical form can submit their pan details to the Company or to registrar and share transfer agent of Company named. Beetal Financial & Computer Services Private Limited, New Delhi.
8. The Notice of the Twenty Fifth Annual General meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip , Proxy Form and Annual Report for 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report along with notice inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form for year ended 31.03.2019 is being sent by the permitted mode. Members may note that this Notice and Annual Report 2018-19 will also be available on the Company's website, www.maharanirice.in for their download.
9. Members/Proxies attending Annual General Meeting are requested to bring their attendance slip (duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.) along with their copy of the Annual Report.
10. Members desirous of seeking any further information about the financial statements of the Company are requested to address their queries to the Company Secretary & Compliance Officer at the Registered Office of the Company, at least 7 days in advance of AGM, so that the information, to the extent practicable, can be made available at the Annual General Meeting.

11. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend or change in registered address along with pin code number and relevant evidences are requested to write to the Company or its Registrar i.e. Beetal Financial and Computer Services Private Limited, New Delhi. Members holding shares in electronic form shall update such details with their respective Depository Participants with whom they are maintaining their demat account.
12. In case of joint holders attending the meeting, only such joint holder whose name stands first or higher (as the case may be) will be entitled to vote.
13. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and the Register of Contracts or arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members during the Annual General Meeting.
14. Non Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank and pin code, if the details are not furnished earlier.
15. Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time) (IEPF Rules), any amount of dividend that remains unpaid or unclaimed for a period of seven years from the date of transfer of the same to Company's Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly during the year the Company has transferred the amount of dividend declared for financial year ended 31.03.2011 to the Investor Education and Protection Fund (IEPF). Shareholders who have not encashed the dividend warrant(s) so far in respect of financial year 31.03.2012 or any subsequent financial years, are requested to make their claims immediately to the Company. It may be noted once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated here-in, no claim shall lie against the Company in respect thereof. However Members can claim the same from IEPF Authority by following procedure given in IEPF Rules, 2016 as amended. Members who have neither received nor encashed their dividend warrants from the financial year 2011-2012 onwards, are requested to write to the Company or to our RTA named Beetal Financial & Computer Services Pvt. Ltd., New Delhi along with requisite details without any delay as such amount is due for transfer to said fund in November 04, 2019. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of respective financial years on the website of the Company viz. www.maharanirice.in under "Investors Section" and same information has also been uploaded on the website of IEPF viz. www.iepf.gov.in
16. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (IEPF Rules) the Company has transferred 14410 Equity Shares which belongs to total 14 shareholders of the Company whose dividend was not been paid or claimed seven consecutive years or more into the Demat Account of the IEPF Authority held with NSDL (DPID/Client ID IN30078/10656671). Concern shareholders may still claim the shares or apply for refund of dividend to the IEPF Authority by making an application in the prescribed form.
17. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants or with Beetal Financial & Computer Services Private Ltd. to enable us to send them the communications meant for the members via email.
18. A Route map showing directions to reach the venue of the 25th AGM is given in the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

20. **Mr. Ankit Setia and Mr. Sankesh Setia** –Directors retire by rotation and, being eligible, offer themselves for re-appointment at the Annual General Meeting. A brief resume of the said Directors is given below :-

NAME	MR. ANKIT SETIA	MR. SANKESH SETIA
Director Identification Number (DIN)	01133822	06620109
AGE	35 YEARS	32 YEARS
DOB	28-09-1984	31-07-1987
Designation	Executive Director	Executive Director
Qualification	GRADUATE	GRADUATE
Date of Appointment on the Board	30.09.2003	29.09.2014
EXPERTISE IN SPECIFIC AREA	Technical Expert in Export market, Quality Controlling and Production	Expert in export marketing
Shareholding in Chaman Lal Setia Exports Ltd. as on 31.03.2019	158297	276100
Directorship/Memberships/ Chairmanships of Board Committees in Other Companies as on 31.03.2019	None	NONE
Inter-se relationships between Directors & Key Managerial Personnel	Mr. Ankit Setia is an executive Director of the Company and he is a relative of Mr. Chaman Lal Setia, Mr. Vijay Kumar Setia, Mr. Sukarn Setia, Mr. Sankesh Setia and Mr. Rajeev Setia.	Mr. Sankesh Setia is an executive Director of the Company and he is a relative of Mr. Chaman Lal Setia, Mr. Vijay Kumar Setia, Mr. Rajeev Setia, Mr. Sukarn Setia and Mr. Ankit Setia.
No. of Board Meeting Attended	4	5

21. Process For Members Opting For E-Voting are given below. The Members are requested to go through them carefully.

22. Voting Through electronic means

- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations ,2015, the Company is pleased to provide facility to Members to exercise their right to vote on the resolutions proposed to be considered at the 25th Annual General meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- The facility for voting through ballot paper shall be made available at AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot paper.
- 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.

4. Mr. Sunil Dhawan Practising Company Secretary vide (Membership No. 14500), Proprietor of M/S. Sunil Dhawan & Associates has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
6. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.maharanirice.in and on the website of CDSL immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
8. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting facility begins on Wednesday, 25.09.2019 from 10:00 a.m. and ends on Friday 27.09.2019 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 i.e. 21.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members
- (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 Code/Captcha Code as displayed and Click on Login.
- (vii) 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.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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)
	<ul style="list-style-type: none"> 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. Sequence number is printed on address stickers.
	<ul style="list-style-type: none"> 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)	<ul style="list-style-type: none"> 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.
	<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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> i.e. Chaman Lal Setia Exports Ltd. on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code/captcha code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
 - 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 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21.09.2019 may follow the same instructions as mentioned above for e-Voting.
- (xxii) 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

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

ITEM NO. 5:-

The Shareholders in the Annual General Meeting held on 29.09.2014 appointed Mr. Chaman Lal Setia (Din No. 01125789) as a Managing Director of Company for a period of five years with effect from 21.09.2014.

Ever since his Directorship in the Company has made tremendous strides as reflected by the present prosperous position of the Company.

Accordingly, It is proposed to reappoint Mr. Chaman Lal Setia as Managing Director of the Company for a further period of five years commencing from September 21, 2019 upon the terms and conditions as set out in the resolution mentioned in this item no. 5 of the notice.

For the sake of brevity the particulars of the proposed remuneration, perquisites and benefits of Mr. Chaman Lal Setia are not being set out in the explanatory statement and the members are requested to refer to the same as set out in the body of the resolution.

The Personal profile of Mr. Chaman Lal Setia is given below:-

NAME	MR. CHAMAN LAL SETIA
Director Identification Number (DIN)	01125789
AGE	85 YEARS
DOB	04/07/1934
Designation	Managing Director & Chairman
Qualification	Under Graduate
Date of First Appointment on the Board	21.09.1994
EXPERTISE IN SPECIFIC AREA	Vast knowledge in field of manufacturing, Marketing and Management
Shareholding in Chaman Lal Setia Exports Ltd. as on 31.03.2019	11600050
Directorship/Memberships/ Chairmanships of Board Committees in Other Companies as on 31.03.2019	None
Inter-se relationships between Directors & Key Managerial Personnel	Mr. Chaman Lal Setia is a Managing Director & Chairman of the Company and he is a relative of Mr. Rajeev Setia, Mr. Vijay Kumar Setia, Mr. Sukarn Setia, Mr. Sankesh Setia and Mr. Ankit Setia.
No. of Board Meeting Attended	6

These particulars also continue the abstract of the terms of the contract to be proposed entered into with Mr. Chaman Lal Setia which is required to be sent to every member pursuant to section 190 of the Companies Act, 2013.

Mr. Chaman Lal Setia, is not disqualified from being appointed as Directors in terms of Section 164 of the Act and he satisfy all the conditions for being eligible for his re-appointment.

Necessary documents in this regard are available for inspection by the members at the registered office of the Company during business hours on any working day.

Mr.Chaman Lal Setia (Din 01125789) may be deemed to concerned or interested in this resolution. Mr. Rajeev Setia (Din 01125921), Whole Time Director & CFO, Mr. Vijay Kumar Setia, (Din .01125966) Whole Time Director, Mr. Sukarn Setia (Din . 01133561) Whole Time Director, Mr. Ankit Setia (Din . 01133822) Whole Time Director and Mr. Sankesh Setia (Din . 06620109) Wholetime Directors be deemed to be interested in passing of the Resolution being relative of Mr. Chaman Lal Setia.

Save and except the above, none of other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice calling AGM.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6:-

The Shareholders in the Annual General Meeting held on 29.09.2014 appointed Mr. Sankesh Setia (Din No. 06620109) as a Wholetime Director of Company for a period of five years with effect from 29.09.2014.

Ever since his Directorship in the Company has made tremendous strides as reflected by the present prosperous position of the Company.



Accordingly, the Board of Directors have proposed the re-appointment of Mr. Sankesh Setia as a Whole-time Director of the Company for a further period of five years commencing from 29.09.2019 upon the terms and conditions as set out in the resolution mentioned in this item no. 6 of the notice.

For the sake of brevity the particulars of the proposed remuneration, perquisites and benefits of Mr. Sankesh Setia are not being set out in the explanatory statement and the members are requested to refer to the same as set out in the body of the resolution and further the Personal profile of Mr. Sankesh Setia is already being given under point no. 20 of this notice. Kindly refer that for the same.

These particulars also continue the abstract of the terms of the contract to be proposed entered into with Mr. Sankesh Setia which is required to be sent to every member pursuant to section 190 of the Companies Act, 2013.

Mr. Sankesh Setia, is not disqualified from being appointed as Directors in terms of Section 164 of the Act and he satisfy all the conditions for being eligible for his re-appointment.

Necessary documents in this regard are available for inspection by the members at the registered office of the Company during business hours on any working day.

Mr. Sankesh Setia (Din . 06620109) may be deemed to concerned or interested in this resolution. Mr. Rajeev Setia (Din :-01125921), Whole Time Director & CFO, Mr. Vijay Kumar Setia, (Din :- 01125966) Whole Time Director, Mr. Sukarn Setia (Din :- 01133561) Whole Time Director, Mr. Ankit Setia (Din :- 01133822) Whole Time Director and Mr. Chaman Lal Setia (Din 01125789) Chairman and Managing Director of Company be deemed to be interested in passing of the Resolution being relative of Mr. Sankesh Setia.

Save and except the above, none of other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 6 of the Notice calling AGM.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO.7:-

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters and members of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Vijay Kumar Setia (DIN: 01125966) was re-appointment as Whole Time Director for a term of five years effective from 01.10.2018 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 29.09.2018 by way of Ordinary Resolution.

In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying his remuneration even if the annual aggregate remuneration payable to Mr. Vijay Kumar Setia, Whole Time Director, Mr. Rajeev Setia Whole Time Director & CFO, Mr. Sukarn Setia, Whole Time Director, Mr. Sankesh Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director & Chairman , exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

Mr. Vijay Kumar Setia hold 12413610 Equity shares in the Company as on 31.03.2019.

Mr. Vijay Kumar Setia (Din . 01125966) may be deemed to concerned or interested in this resolution. Mr. Sankesh Setia (Din :-06620109), Whole Time Director, Mr. Rajeev Setia, (Din :- 01125921) Whole Time Director & CFO, Mr. Sukarn Setia (Din :- 01133561) Whole Time Director, Mr. Ankit Setia (Din :- 01133822) Whole Time Director and Mr. Chaman Lal Setia (Din 01125789) Chairman and Managing Director of Company be deemed to be interested in passing of the Resolution being relative of Mr. Vijay Kumar Setia.

Save and except the above, none of other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 7 of the Notice calling AGM.

The Board of Directors recommended the resolution at Item No. 7 of the Notice for approval of Members by Special Resolution.

ITEM NO. 8:-

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters and members of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Rajeev Setia (DIN: 01125921) was re-appointed as Whole Time Director for a term of five years effective from 01.10.2018 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 29.09.2018 by way of Ordinary Resolution.

In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying his remuneration even if the annual aggregate remuneration payable to Mr. Rajeev Setia, Whole Time Director & CFO, Mr. Vijay Kumar Setia Whole Time Director, Mr. Sukarn Setia, Whole Time Director, Mr. Sankesh Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director & Chairman, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

Mr. Rajeev Setia hold 13081750 Equity shares in the Company as on 31.03.2019.

Mr. Rajeev Setia (Din . 01125921) may be deemed to concerned or interested in this resolution. Mr. Sankesh Setia (Din :-06620109), Whole Time Director, Mr. Vijay Kumar Setia, (Din :- 01125966) Whole Time Director, Mr. Sukarn Setia (Din :- 01133561) Whole Time Director, Mr. Ankit Setia (Din :- 01133822) Whole Time Director & Mr. Chaman Lal Setia (Din 01125789) Chairman and Managing Director of Company be deemed to be interested in passing of the Resolution being relative of Sh. Rajeev Setia.

Save and except the above, none of other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 8 of the Notice calling AGM.

The Board of Directors recommended the resolution at Item No. 8 of the Notice for approval of Members by Special Resolution.

ITEM NO. 9 :-

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters and members of promoter group, shall be subject to the approval of the



shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Sukarn Setia (DIN: 01133561) was re-appointed as Whole Time Director for a term of five years effective from 01.10.2018 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 29.09.2018 by way of Ordinary Resolution.

In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying his remuneration even if the annual aggregate remuneration payable to Mr. Sukarn Setia, Whole Time Director, Mr. Rajeev Setia Whole Time Director & CFO, Mr. Vijay Kumar Setia, Whole Time Director, Mr. Sankesh Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director & Chairman, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

Mr. Sukarn Setia hold 44465 Equity shares in the Company as on 31.03.2019.

Mr. Sukarn Setia (Din . 01133561) may be deemed to concerned or interested in this resolution. Mr. Sankesh Setia (Din :-06620109), Whole Time Director, Mr. Rajeev Setia, (Din :- 01125921) Whole Time Director & CFO, Mr. Vijay Kumar Setia (Din :- 01125966) Whole Time Director, Mr. Ankit Setia (Din :- 01133822) Whole Time Director & Mr. Chaman Lal Setia (Din 01125789) Chairman and Managing Director of Company be deemed to be interested in passing of the Resolution being relative of Mr. Sukarn Setia.

Save and except the above, none of other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 9 of the Notice calling AGM.

The Board of Directors recommended the resolution at Item No. 9 of the Notice for approval of Members by Special Resolution.

ITEM NO. 10 :-

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters and members of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Sankesh (DIN: 06620109) was re-appointed as Whole Time Director for a term of five years effective from 29.09.2014 and his reappointment for further period of five years is recommended for shareholder approval in this 25th Annual General Meeting vide item no. 6 of this notice.

In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying his remuneration even if the annual aggregate remuneration payable to Mr. Sankesh Setia, Whole Time Director, Mr. Rajeev Setia Whole Time Director & CFO, Mr. Sukarn Setia, Whole Time Director, Mr. Vijay Kumar Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director & Chairman, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

Mr. Sankesh Setia hold 276100 Equity shares in the Company as on 31.03.2019.

Mr. Sankesh Setia (Din . 06620109) may be deemed to concerned or interested in this resolution. Mr. Vijay Kumar Setia (Din :-01125966), Whole Time Director, Mr. Rajeev Setia (Din :- 01125921) Whole Time Director & CFO, Mr. Sukarn Setia (Din :- 01133561) Whole Time Director, Mr. Ankit Setia (Din :- 01133822) Whole Time Director & Mr. Chaman Lal Setia (Din 01125789) Chairman and Managing Director of Company be deemed to be interested in passing of the Resolution being relative of Mr. Sankesh Setia.

Save and except the above, none of other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 10 of the Notice calling AGM.

The Board of Directors recommended the resolution at Item No. 10 of the Notice for approval of Members by Special Resolution.

ITEM NO. 11:-

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters and members of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Ankit Setia (DIN: 01133822) was re-appointment as Whole Time Director for a term of five years effective from 01.10.2018 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 29.09.2018 by way of Ordinary Resolution.

In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying his remuneration even if the annual aggregate remuneration payable to Mr. Ankit Setia, Whole Time Director, Mr. Rajeev Setia Whole Time Director & CFO, Mr. Sukarn Setia, Whole Time Director, Mr. Sankesh Setia, Whole Time Director, Mr. Vijay Kumar Setia, Whole Time Director and Mr. Chaman Lal Setia Managing Director & Chairman , exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

Mr. Ankit Setia hold 158297 Equity shares in the Company as on 31.03.2019.

Mr. Ankit Setia (Din . 01133822) may be deemed to concerned or interested in this resolution. Mr. Sankesh Setia (Din :-06620109), Whole Time Director, Mr. Rajeev Setia, (Din :- 01125921) Whole Time Director & CFO, Mr. Sukarn Setia (Din :- 01133561) Whole Time Director, Mr. Vijay Kumar Setia (Din :- 01125966) Whole Time Director & Mr. Chaman Lal Setia (Din 01125789) Chairman and Managing Director of Company be deemed to be interested in passing of the Resolution being relative of Mr. Ankit Setia.

Save and except the above, none of other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 11 of the Notice calling AGM.

The Board of Directors recommended the resolution at Item No. 11 of the Notice for approval of Members by Special Resolution.

ITEM NO. 12:-

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters and members of promoter group, shall be subject to the approval of the



shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Chaman Lal Setia (DIN: 01125789) was re-appointed as Managing Director for a term of five years effective from 21.09.2014 in the Annual General Meeting held on 29.09.2014 and his reappointment for further period of five years is recommended for shareholder approval in this 25th Annual General Meeting vide item no. 5 of this notice.

In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying his remuneration even if the annual aggregate remuneration payable to Mr. Chaman Lal Setia Managing Director & Chairman, Mr. Rajeev Setia Whole Time Director & CFO, Mr. Sukarn Setia, Whole Time Director, Mr. Vijay Kumar Setia, Whole Time Director, Mr. Ankit Setia, Whole Time Director and Mr. Sankesh Setia Whole time Director, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

Mr. Chaman Lal Setia hold 11600050 Equity shares in the Company as on 31.03.2019.

Mr. Chaman Lal Setia (Din : 01125789) may be deemed to be concerned or interested in this resolution. Mr. Vijay Kumar Setia (Din :-01125966), Whole Time Director, Mr. Rajeev Setia, (Din :- 01125921) Whole Time Director & CFO, Mr. Sukarn Setia (Din :- 01133561) Whole Time Director, Mr. Ankit Setia (Din :- 01133822) Whole Time Director & Mr. Sankesh Setia (Din : 06620109) Whole Time Director of Company be deemed to be interested in passing of the Resolution being relative of Mr. Chaman Lal Setia.

Save and except the above, none of other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 12 of the Notice calling AGM.

The Board of Directors recommended the resolution at Item No. 12 of the Notice for approval of Members by Special Resolution.

ITEM NO. 13, 14 and 15:-

As the first term of Mr. Inder Dev Kukkar (DIN:- 01193209), Mr. Naresh Kumar Suneja (DIN:- 01383235) and Mr. Raghav Peshawaria (DIN : 01386434) as Independent Director of Company was going to be completed on 31.03.2019. Accordingly, Board of Directors, on the recommendation of the Nomination & Remuneration Committee, appointed them as Additional Director w.e.f 01.04.2019 under Section 161(1) of the Companies Act, 2013 and as an Independent Non-Executive Director of the Company for five consecutive years under Section 149 of the Companies Act, 2013 subject to the approval of the shareholders in ensuing general meeting of Company.

The Board considers that their association and vast experience would be of immense benefit to the Company and it is desirable to avail services of Mr. Inder Dev Kukkar, Mr. Naresh Kumar Suneja and Mr. Raghav Peshawaria as Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Inder Dev Kukkar, Mr. Naresh Kumar Suneja and Mr. Raghav Peshawaria as Independent Director for second term for five consecutive years for a term upto 31.03.2024, for the approval by the shareholders of the Company.

In the opinion of the Board, Mr. Inder Dev Kukkar, Mr. Naresh Kumar Suneja and Mr. Raghav Peshawaria are persons of integrity and possesses relevant expertise and experience and fulfills the conditions for appointment as a director as specified in the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief profile of Mr. Inder Dev Kukkar, Mr. Naresh Kumar Suneja and Mr. Raghav Peshawaria are given below :-

NAME	INDER DEV KUKKAR	NARESH KUMAR SUNEJA	RAGHAV PESHAWARIA
Director Identification Number (DIN)	01193209	01383235	01386434
AGE	66 YEARS	65 YEARS	43 years
DOB	20.01.1953	15.12.1954	22.12.1976
Designation	INDEPENDENT DIRECTOR	INDEPENDENT DIRECTOR	INDEPENDENT DIRECTOR
Qualification	GRADUATE	GRADUATE	GRADUATE
Date of First Appointment on the Board	26/05/1997	30.09.2002	29.09.2004
EXPERTISE IN SPECIFIC AREA	having knowledge and specialization in marketing of various products. His vast experience and knowledge plays immense role in business.	having experience of more than 40 years in yarn and woolen business.	Vast experience in the field of interior and furnishing
Shareholding in Chaman Lal Setia Exports Ltd. as on 31.03.2019	1650	NIL	None
Directorship/Memberships/Chairmanships of Board OR Committees in Other Companies as on 31.03.2019	None	None	None
Inter-se relationships between Directors & Key Managerial Personnel	NO	NO	NO
No. of Board Meeting Attended	6	6	6

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Inder Dev Kukkar, Mr. Naresh Kumar Suneja and Mr. Raghav Peshawaria are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 13, 14 and 15 of the Notice calling AGM..

Necessary documents in this regard are available for inspection by the members at the registered office of the Company during business hours on any working day.

The Board of Directors recommend the Special Resolution set out at item no. 13, 14 and 15 of the Notice for approval by shareholders.

ITEM NO. 16:-

Mrs. Amarjyoti Bagga (DIN: 06958408) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the year 2014 to hold office for a period of 5 (five) years with effect from 29.09.2014 (the date of AGM 2014). In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

Mrs. Amarjyoti Bagga being eligible and offering herself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of 5 (five) years from 29.09.2019 to 28.09.2024. In the opinion of the Board, Mrs. Amarjyoti Bagga fulfills the conditions specified in the Act and rules made thereunder for her re-appointment as an Independent Director of the Company and is Independent of the Management.



In the opinion of the Board, Mrs. Amarjyoti Bagga is person of integrity and possesses relevant expertise and experience and fulfills the conditions for appointment as a director as specified in the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Personal profile of Mrs. Amarjyoti Bagga is given below:-

NAME	MRS. AMARJYOTI BAGGA
Director Identification Number (DIN)	06958408
AGE	42 years
DOB	28.03.1977
Designation	INDEPENDENT DIRECTOR
Qualification	GRADUATE
Date of First Appointment on the Board	29.09.2014
EXPERTISE IN SPECIFIC AREA	Having vast experience in teaching and marketing business
Shareholding in Chaman Lal Setia Exports Ltd. as on 31.03.2019	None
Directorship/Memberships/ Chairmanships of Board Committees in Other Companies as on 31.03.2019	None
Inter-se relationships between Directors & Key Managerial Personnel	NO
No. of Board Meeting Attended	5

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mrs. Amar Jyoti Bagga is in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 16 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the members at the registered office of the Company during business hours on any working day.

The Board of Directors recommend the Special Resolution set out at item no. 16 of the Notice for approval by shareholders.

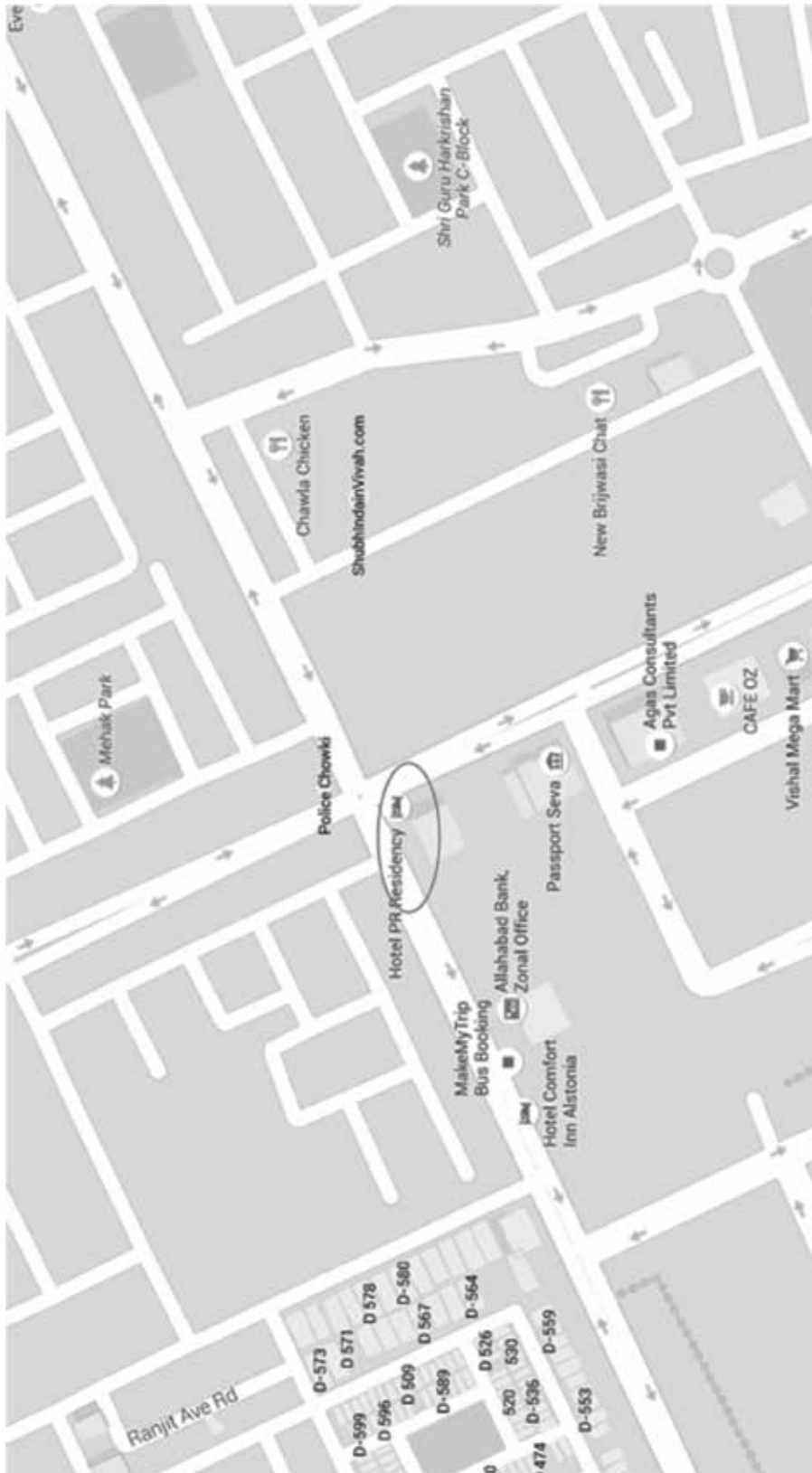
ITEM NO. 17:-

The Members of the Company at their 21st Annual General Meeting of the Company held on 29.09.2015, had approved the appointment of Mr. Vijay Kumar Jhamb (DIN :-07021080) as an Independent Directors of the Company for a period of five years from 13.10.2014 to 12.10.2019, pursuant to provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Agreements with the Stock Exchange. His appointment as an Independent Directors of the Company will be upto the close of business hours on 12.10.2019 in his present first term.

The Board of Directors considers that Mr. Vijay Kumar Jhamb is having requisite expertise, versatility, extensive and enriched experience and fulfills the conditions for appointment as a director as specified in the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly Board of Directors decided to re-appoint Mr. Vijay Kumar Jhamb for a further period of five years.

Mr. Vijay Kumar Jhamb, being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of 5 (five) years from 13.10.2019 to 12.10.2024. In the opinion of the Board, Mr. Vijay Kumar Jhamb fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the Management.

ROUTE MAP TO AGM VENUE
 Hotel P.R Residency, 101, Distt. Shopping Centre, Ranjit Avenue, Amritsar-143001





CHAMAN LAL SETIA EXPORTS LIMITED

Regd. Office : MEERANKOT ROAD, P.O CENTRAL JAIL , AMRITSAR-143002

Phone No. :- 0183-2592708, Fax No. :- 0183-2590453

Website :- www.maharanirice.in, Email id :- clsetia@rediffmail.com

CIN NO. :- L51909PB1994PLC015083

ATTENDANCE SLIP

Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting Hall.

Full Name of the member attending
(In Block letters)

Member's Folio No./DP Id/Client Id* : No. of Shares Held

Name of Proxy

(To be filled in, if the proxy attends instead of the members)

I, hereby record my presence at the 25TH Annual General Meeting of the Chaman Lal Setia Exports Ltd. at Hotel P.R Residency, 101 Distt. Shopping Centre, Ranjit Avenue, Amritsar-143001 on Saturday, 28th September, 2019 at 04:30 p.m.

.....
Member's/Proxy's Signature

*Applicable for investors holding shares in electronic form

CHAMAN LAL SETIA EXPORTS LIMITED

Regd. Office : MEERANKOT ROAD, P.O CENTRAL JAIL , AMRITSAR-143002

Phone No. :- 0183-2592708, Fax No. :- 0183-2590453

Website :- www.maharanirice.in, Email id :- clsetia@rediffmail.com

CIN NO. :- L51909PB1994PLC015083

Proxy form

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

25th Annual General Meeting on Saturday, 28.09.2019 at 04:30 p.m.

CIN:	L51909PB1994PLC015083
Name of the company:	Chaman Lal Setia Exports Ltd.
Registered office:	Meeran Kot Road, P.O Central Jail, Amritsar

Name of the member(s): Registered address: Email Id: Folio No./Client Id: *DP ID:

I/We, being the member (s) of shares of Chaman Lal Setia Exports Ltd. hereby appoint

- (1) Name: Address:.....
.....
E-mail Id:.....Signature:.....
- (2) Name: Address:.....
.....
E-mail Id:.....Signature:.....
- (3) Name: Address:.....
.....
E-mail Id:.....Signature:.....



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 the Saturday, 28th day of September, 2019 at 04:30 p.m. at Hotel P.R Residency, Ranjit Avenue, Amritsar-143001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Resolution	Optional	
Ordinary Business			For	Against
1.		To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2019 along with the Reports of the Board of Directors and Auditors' thereon.		
2.		To declare the Dividend on Equity Shares for the Financial year ended 31.03.2019		
3.		To appoint a Director in place of Mr. Ankit Setia (Din :01133822), who retires by rotation and being eligible, offer himself for reappointment.		
4.		To appoint a Director in place of Mr. Sankesh Setia (Din :06620109), who retires by rotation and being eligible, offer himself for reappointment.		
Special Business				
5.		To Consider and approve the re-appointment of Mr Chaman Lal Setia . (Din: 01125789) Managing Director of Company for a further period of 5 years		
6.		To Consider and approve the re-appointment of Mr.Sankesh Setia (Din :06620109) Wholetime Director of Company for a further period of 5 years		
7.		To consider and approve the continuation of payment of remuneration to Mr. Vijay Kumar Setia (Din :- 01125966) Executive Director and member of Promoter & Promoter Group in excess of threshold limits as per SEBI(LODR) (Amendment) Regulations, 2018		
8.		To consider and approve the continuation of payment of remuneration to Mr. Rajeev Setia (Din:- 01125921) Executive Director and member of Promoter & Promoter Group in excess of threshold limits as per SEBI(LODR) (Amendment) Regulations, 2018		
9.		To consider and approve the continuation of payment of remuneration to Mr. Sukarn Setia (Din:- 01133561) Executive Director and member of Promoter & Promoter Group in excess of threshold limits as per SEBI(LODR) (Amendment) Regulations, 2018		
10.		To consider and approve the continuation of payment of remuneration to Mr. Sankesh Setia (Din:- 06620109) Executive Director and member of Promoter & Promoter Group in excess of threshold limits as per SEBI(LODR) (Amendment) Regulations, 2018		
11.		To consider and approve the continuation of payment of remuneration to Mr. Ankit Setia (Din:- 01133822) Executive Director and member of Promoter & Promoter Group in excess of threshold limits as per SEBI(LODR) (Amendment) Regulations, 2018		
12.		To consider and approve the continuation of payment of remuneration to Mr. Chaman Lal Setia (Din:- 01125789) Managing Directors who are Promoters and member of Promoter Group in excess of threshold limits as per SEBI(LODR) (Amendment) Regulations, 2018		
13.		To consider and approve the re-appointment of Mr. Inder Dev Kukkar (DIN:- 01193209) as an Independent Non-Executive Director of the Company.		
14.		To consider and approve the re-appointment of Mr. Naresh Kumar Suneja (DIN:- 01383235) as an Independent Non-Executive Director of the Company.		
15.		To consider and approve the re-appointment of Mr. Raghav Peshawaria (DIN:- 01386434) as an Independent Non-Executive Director of the Company.		
16.		To consider and approve the re-appointment of Mrs. Amarjyoti Bagga (DIN 06958408) as an Independent Non-Executive Director of the Company.		
17.		To consider and approve the re-appointment of Mr. Vijay Kumar Jhamb (DIN : 07021080) as an Independent Non-Executive Director of the Company.		

* Applicable for investors holding shares in electronic form.

Signed this..... day of..... 2019

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. For the Resolution, Explanatory Statement and notes, please refer to the Notice of the 25th Annual General Meeting. A proxy need not be a member of the Company.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 and such person shall not act as a proxy for any other person of shareholder.

It is optional to put 'x' in the appropriate column against the Resolution 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.

Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

Please complete all details of member (s) in the above box before submission.