

**NOTICE OF THE 26TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 26th Annual General Meeting of the Members of ACKNIT INDUSTRIES LIMITED will be held on Monday, the 26th day of September, 2016, at 11.00 AM at "Gyan Manch", 11, Pretoria Street, Kolkata-700071, to transact the following business:-

ORDINARY BUSINESS :**Item No. 1****Adoption of Audited Financial Statements.**

To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March 2016 together with the Reports of the Directors and the Auditors thereon.

Item No. 2**Declaration of dividend.**

To declare dividend for the financial year ended on 31st March, 2016.

Item No. 3**Appointment of Auditors.**

To ratify the appointment of auditors of the Company, and to fix their remuneration and in this connection to pass, with or without modification(s), the following resolution as an Ordinary Resolution-

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company and pursuant to the resolution passed by the members at the 24th AGM held on September 9, 2014, the appointment of R.K. Bajaj & Co., Chartered Accountants (Firm Regn. No. 314140E) as the auditors of the Company, to hold office from the conclusion of that AGM to the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be recommended by the audit committee in consultation with the auditors."

SPECIAL BUSINESS :**Item No. 4****Appointment of Mr. Mukul Banerjee as an Independent Director;**

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 sections 149, 150, & 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of SEBI (LODR) Regulations 2015, Mr. Mukul Banerjee (DIN: 07527632) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 30th May, 2016 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose period of office expires on the date of this Annual General Meeting and the Company having received a notice in writing along with requisite security deposit from a Member pursuant to Section 160 of the Act, proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years upto the conclusion of Annual General Meeting (AGM) to be held in the calendar year 2021, and he will not be subject to retirement by rotation."

"RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary to give effect to the above said resolution."

Item No. 5**Appointment of Mrs. Rashi Saraf as a Non Executive Director**

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 Sections 149 and 152, and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rashi Saraf, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as a Non Executive Director of the Company, whose period in office shall be subject to retirement by rotation.

Item No. 6**Re-appointment of Whole Time Director Pursuant to section 196 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 pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions under the Companies Act, 2013 and Rules made thereunder (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 Articles of Association of the Company and pursuant to recommendation of the Nomination & Remuneration Committee of the Board of Directors and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to re-appointment of Mr. Deo Kishan Saraf (DIN 00128804) as the Whole Time Executive Director and CFO of the Company for a period of 3 (three) years w. e. f. April 1, 2016 upon the terms and condition including Remuneration as set out in the draft Agreement placed before the Meeting of the Board of Directors held on 30th May, 2016 and details whereof are given in the Explanatory Statement annexed to the notice convening this Meeting and THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and condition including remuneration of the said Mr. Deo Kishan Saraf in such manner as may be agreed by the Board and Mr. Deo Kishan Saraf.

"RESOLVED FURTHER THAT the remuneration payable to Mr. Deo Kishan Saraf, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

By Order of the Board
For Acknit Industries Limited

Place: Kolkata

Shruti Poddar

Date: 30th May, 2016

Company Secretary & Compliance Officer

**Notes**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of members not exceeding (50) fifty and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. Members are requested to bring their attendance slip in the meeting. Corporate members are requested to send to the Company's registered office, a duly certified copy of board resolution authorizing their representative to attend and vote at the meeting.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 23rd September, 2016 to Monday, 26th September, 2016 (both days inclusive) for payment of dividend on equity shares for the financial year ended on 31st March, 2016.
4. The dividend for the financial year ended on 31st March 2016, as recommended by the Board of Directors, if declared at the ensuing Annual General meeting, will be paid within 30 days from the date of declaration to those members whose names appear in the register of members / statement of beneficial ownership furnished by the depositories at the close of business hours on 22nd September, 2016.
5. Members desiring any information on the Accounts for the financial year ended on 31st March, 2016 are requested to write to the Company at least 10 days in advance, so that the management is enabled to keep the information ready at the meeting.
6. In order to avoid risk of loss/interception of dividend warrants in postal transit and/or fraudulent encashment of dividend warrants, shareholders holding shares in demat form are requested to register their latest bank details with their respective Depository Participant and those holding share in physical form are requested to provide their latest bank details to the Company's Registrar and Share Transfer Agent, M/s. S. K. Info Solutions (P) Ltd.
7. Information under the applicable provisions of SEBI (LODR) Regulation, 2015 in respect of directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The directors have furnished the requisite declarations for their appointment/re-appointment.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Accounts Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
9. Those members who have so far not en-cashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the "Investor Education and Protection Fund" of the Central Government pursuant to section 125 of the Companies Act, 2013 (or section 205C of the Companies Act, 1956) on the respective dates mentioned there against. Kindly note that after such transfer, the members will not be entitled to claim such dividend.

Financial Year Ended	Last date of claiming unpaid dividend
31.03.2009	29.10.2016
31.03.2010	24.10.2017
31.03.2011	23.10.2018
31.03.2012	29.10.2019
31.03.2013	24.10.2020
31.03.2014	15.10.2021
31.03.2015	28.10.2022

10. The Company has implemented the "GREEN INITIATIVE" as per circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) by allowing paperless compliances by the Companies for service of documents to their members through electronic mode, which will be in compliance with section 20 of the Companies Act, 2013. Henceforth, the e-mail addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered e-mail address for serving notices/documents etc. In view of the above, the company has already dispatched the written communication to its members on April 21, 2014 requesting them to register their designated e-mail ID. However, members who wish to receive physical copy of the Notices, Annual Reports and other documents may forward their written requests to the Company for the same.
11. Electronic copy of the Annual Report for F.Y. 2015-16 along with the notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
12. The Notice of Annual General Meeting and the copies of audited financial statements, directors' report, auditors' report etc, will also be displayed on the website www.acknitindia.com of the company and may be accessed by the members.
13. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
14. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the members at the registered office of the Company during business hours on any working day up to the date of Annual General Meeting of the Company, with prior appointment.



15. The members who will 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.

The remote e-voting period commences on 23rd September, 2016 (9:00 a.m.) and ends on 25th September, 2016 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be

disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

By Order of the Board
For **Acknit Industries Limited**

Place: Kolkata
Date: 30th May, 2016

Shruti Poddar
Company Secretary & Compliance Officer

Details of director seeking re-appointment in the ensuing Annual General Meeting.

(Pursuant to the SEBI (LODR) Regulations, 2015)

- a. Mr. Mukul Banerjee, is a MA, LLB from the University of Calcutta and is presently engaged in the profession of Advocate. He was previously employed in a Nationalized Bank as a Senior Executive holding the position of AGM. He has a vast exposure in the matter of Finance over a period of 3 decades and he is not holding any Directorship in any other Company, nor he is holding any share in the capital of Acknit Industries Limited.
- b. Mrs. Rashi Saraf wife of Mr. Abhishek Saraf aged about 37 years a commerce graduate and being a descendent from a business family and growing up in such environment has acquired an extensive knowledge and experience in corporate dealings and transactions. Her active participation as a non-executive Director will immensely help in the Company's operations. She is not having any Directorship in any other Company, nor she is holding any share in the capital of Acknit Industries Limited.
- c. Mr. Deo Kishan Saraf, seeks re-appointment as whole time Director pursuant to the provision of the Companies Act, 2013.

Brief resume and nature of expertise

Mr. Deo Kishan Saraf, aged about 50 years, is a Commerce graduate from Calcutta University. He is an industrialist with diversified business experience. He is presently whole-time director of the Company. He is also the CFO of the Company. He is on the Board of your Company from the inception of the Company.

Apart from Acknit Industries Ltd. Mr. Deo Kishan Saraf holds Directorship and Committee membership of the following Companies:

Sl. No.	Name of the Company	Designation	Name of the Committee	Designation
1.	Saraf Capital Markets Ltd.	Director	NA	NA
2.	Ramnagar Properties Pvt. Ltd.	Director	NA	NA
3.	Century Safetywears Pvt. Ltd.	Director	NA	NA

He is the members of Audit Committee and Stakeholders Relationship Committee of Acknit Industries Ltd.

He is holding 3,64,832 equity shares of Rs.10/- each of the Company.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No. 4

Appointment of Mr. Mukul Banerjee as an Independent Director.

Mr. Mukul Banerjee was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 and his term expires at the conclusion of the ensuing Annual General Meeting.

The company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing Mr. Mukul Banerjee to be appointed as an Independent Director under the provisions of Section 149 of the Companies Act, 2013. Meanwhile, the Company has received from Mr. Mukul Banerjee (i) his Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the Criteria of Independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Mukul Banerjee fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under for his appointment as an Independent Directors of the Company.

Your Director feel that presence of Mr. Mukul Banerjee on the Board is desirable and would be of immense benefit to the Company and hence the Board recommends the resolution in relation to appointment of Mr. Mukul Banerjee as an Independent Director, as set out at item No: 4 of the notice be adopted in the interest of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Mukul Banerjee, to whom the resolution relates, is interested or concerned, in this resolution.

Copy of the draft letter for appointment of Mr. Mukul Banerjee as an Independent Directors setting out the Terms and Conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working days up to the date of Annual General Meeting with prior appointment.



Item No. 5

Appointment of Mrs. Rashi Saraf as a Non Executive Director

Mrs. Rashi Saraf is a young Commerce Graduate and having necessary commercial background will be of immense benefit to the Company as a Non-Executive women Director of the Company and the Company has received a notice u/s 160 of the Companies Act 2013 proposing her appointment from a member with a requisite security deposit. While Mrs. Rashi Saraf has already submitted to the Company her consent in DIR-2 and other declarations in DIR-8 as are required under the provision of the Companies Act, 2013, your Directors recommended the resolutions as set out in Item No. 5 of the notice be adopted in the interest of the Company. The Managing Director of the Company Mr. Shri Krishan Saraf being the father in law of Mrs. Rashi Saraf is considered to be interested in this resolution. Save and except the same none of the Directors are concerned to be interested or concerned in this resolution.

Item No. 6

Re-appointment of Whole Time Director pursuant to the section 196 of the Companies Act, 2013

Mr. Deo Kishan Saraf has been associated with the Company since incorporation and having vast experience of the business of the Company. His continued association with the Company as a whole time Director would be beneficial to the Company and his active participation is required for further growth and development of the business of the Company.

Since the condition laid down in Section II of Part II of Schedule V appended to the Companies Act, 2013 have been fulfilled, approval of the shareholders of the Company is required for his re-appointment. An agreement with Mr. Deo Kishan Saraf will be entered to record the term and conditions of appointment after getting the approval of shareholders. A copy of the draft agreement is available for inspection at Registered office of the Company during the business hours with prior appointment upto the date of AGM.

The terms and condition of re-appointment are enumerated below:-

1. Period of Appointment

The appointment will be for a period of 3(three) years with effect from 1st April, 2016.

2. Remuneration

In terms of Schedule V to the Companies Act, 2013 read with Sec 196, & 197 of the Act and subject to approval of the Company in General Meeting by a Special Resolution the whole time Director shall be paid the following remuneration:

- I) Salary : ₹ 2,00,000/- (Rupees two lacs only) per month.
- II) In addition to the Salary as above the Whole Time Director shall be entitled to the following benefits which shall not be included in the computation of his Remuneration package in terms of Section IV of Part II of the Schedule V to the Act.
 - a) Contribution to provident fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 payable as per Rules of Company.
 - b) Gratuity payable at the rate of half month salary drawn last per year of service put in; and
 - c) Earned leave on full pay as per the Rules of the Company and Encashment of accumulated un-utilized leave at the end of the term.

Not-with-standing anything contained herein in the event of any loss, absence, or in adequacy of Profit in any financial year, during the term of office of the Whole Time Director, the remuneration by way of salary and other payment as specified herein above shall be considered as the minimum remuneration as prescribed under Section II of Part II of Schedule V to the Act.

None of the other Directors and KMP except Mr. Shri Krishan Saraf, the Managing Director, are concerned or otherwise interested in this resolution as they are related to each other.

The draft Agreement to be entered will remain open for inspection by members at the registered office of the Company during 12 noon to 1.00 pm on all working days until the date of the ensuing AGM with prior appointment.

PROXY FORM
Form No MGT-11

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

ACKNIT INDUSTRIES LTD.

CIN-L01113WB1990PLC050020

Regd. Office: 817 Krishna, 224 A. J. C. Bose Road, Kolkata- 700 017

Ph: (033) 2287 8293, Fax: (033) 2287 8269

Email: cs@acknitindia.com / calcutta@acknitindia.com , Website: www.acknitindia.com

Name of the member (s) : _____
Registered address : _____
E-mail Id : _____
Folio No./Client Id : _____
DP ID : _____

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

1. Name :Address.....

E-mail ID.....Signature.....or failing him

2. Name :Address.....

E-mail ID.....Signature.....or failing him

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 26th Annual General Meeting of the Company to be held on Monday, 26th September, 2016 at 11:00 A.M at "**Gyan Manch**" at 11, Pretoria Street, Kolkata- 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl.No.	Resolution	For	Against
A	Ordinary Resolution		
1	Adoption of the Audited Financial Statements for the year ended on 31st March 2016 together with the Reports of the Directors and the Auditors thereon.		
2	Declaration of dividend @ ₹ 1.50 per Equity Shares of ₹ 10 each for the financial year ended 31st March, 2016		
3	Ratification of the appointment of M/s R.K. Bajaj & Co., Chartered Accountants, as Auditors and fixing their remuneration.		
4	Appointment of Mr. Mukul Banerjee as an Independent Director;		
5	Appointment of Mrs. Rashi Saraf as a Non-Executive Non-Independent Director		
B	Special Resolution		
6	Re-appointment Mr. Deo Kishan Saraf as the Whole Time Executive Director and CFO of the Company for a period of 3 (three) years w.e.f. April 1, 2016		

Signed this.....day of.....2016

Signature of Shareholder.....

Affix Revenue
Stamp

Note :

1. This Form should be signed across the stamp as per specimen signature registered with the company.
2. The proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
3. A proxy need not be a member of the Company.
4. 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 may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a "√" in the appropriate column against the resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" Column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate. This is only optional.

