

**NOTICE OF THE 24th ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of ACKNIT INDUSTRIES LIMITED, will be held on Tuesday, the 9th day of September, 2014, at 10.30 A.M at "Gyan Manch" 11, Pretoria Street, Kolkata- 700 071, to transact the following business:-

ORDINARY BUSINESS :**Item No. 1****Adoption of audited financial statements.**

To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2014 and the Audited Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.

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

To declare a dividend at ₹ 1.50 per equity share for the financial year ended on 31st March, 2014, as recommended.

Item No. 3**Appointment of director.**

To appoint a director in place of Mr. Deo Kishan Saraf (holding DIN 00128804), who retires by rotation and being eligible, seeks re-appointment.

Item No. 4**Appointment of auditors.**

To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of (3) three consecutive AGM hereafter and to fix their remuneration and in this connection, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors of the Company, R. K. Bajaj & Co., Chartered Accountants (Firm Regn. No. 314140E), be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the three consecutive AGM hereafter (Subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be recommended by the audit committee in consultation with the auditors."

SPECIAL BUSINESS :**Item No. 5****Appointment of Mr. Samir Kumar Ghosh as an independent director.**

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 sections 149, 150, 152, 160 and any other applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Samir Kumar Ghosh (holding DIN 00129301), former rotational Independent Director of the company, and in respect of whom the Company has received a notice from a member proposing his candidature for the office of director of the company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w. e. f the conclusion of the AGM on such terms and conditions as set out in the letter of appointment".

Item No. 6**Appointment of Mr. Manindra Kumar Nath as an independent director.**

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 sections 149, 150, 152, 160 and any other applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Manindra Kumar Nath (holding DIN 02666031), former rotational Independent Director of the company, and in respect of whom the Company has received a notice from a member proposing his candidature for the office of director of the company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w. e. f the conclusion of the AGM on such terms and conditions as set out in the letter of Appointment."

Item No. 7**Enhancement of Borrowing Limits from ₹ 200 Crores to ₹ 500 Crores.**

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

"RESOLVED THAT in supersession of all resolution passed under section 293(1)(d) of the Companies Act 1956, and pursuant to section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such amount of moneys as they may consider adequate for the purposes of the business of the company, notwithstanding that the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) aggregating in excess of the paid-up share capital and free reserves but not exceeding a sum of ₹ 500 Crores (Rupees Five Hundred Crores only) outstanding at any point of time."

Item No. 8**Creation of Charge/ Mortgage etc. on Company's Properties.**

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

"RESOLVED THAT in supersession of all resolution passed under section 293(1)(a) of the Companies Act 1956, and pursuant to section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create charge or mortgage or lien on Company's assets in favour of the lenders to secure the moneys or loans borrowed by the Company's as is subsisting and or may be required in future for the purpose of the business of the Company to the extent not exceeding in value of ₹ 500 Crores (Five Hundred Crores Only) in aggregate."

By Order of the Board
For Acknit Industries Limited

Place: Kolkata
Date: 29th July, 2014

Deepa Singh
Compliance Officer & Company Secretary



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, 5th September, 2014 to Tuesday, 9th September, 2014 (both days inclusive) for payment of dividend on equity shares for the financial year ended on 31st March, 2014.
4. The dividend for the financial year ended on 31st March, 2014, 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 4th September, 2014.
5. Members desiring any information on the Accounts for the financial year ended on 31st March, 2014 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 shares in physical form are requested to provide their latest bank details to the company's registrar and share transfer agents, M/s S. K. Infosolutions (P) Ltd.
7. Information under clause 49 of the listing agreement with the stock exchanges 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 Account 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. Under Section 205C (or section 125 of the Companies Act, 2013 once notified) of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of (7) seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEFP), constituted by the Central Government. The Company had accordingly, transferred ₹ 1,06,038/- and ₹ 80,998.50 being the unpaid and unclaimed dividend amount pertaining to final dividend for the financial year 2005-06 and Interim dividend for the financial year 2006-07, respectively, to the Investor Education and Protection Fund Account.

10. Those members who have so far not encashed 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 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
31.03.2007	31.10.2014
31.03.2008	30.10.2015
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

11. 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 despatched 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.
12. Electronic copy of the Annual Report for 2014 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 email IDs are registered with the Company/Depository Participants for communication purposes 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 for 2013-14 is being sent in the permitted mode.
13. 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.

14. 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.
15. 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 days up to and include the date of Annual General Meeting of the Company.

16. Instructions for e-voting

A separate sheet containing the complete details of the instructions for e-voting is being sent to all the members along with the Annual Report for the year 2013-14 to enable them to cast their votes through e-voting.

By Order of the Board
For Acknit Industries Limited

Place: Kolkata
Date: 29th July, 2014

Deepa Singh
Compliance Officer & Company Secretary

Details of director seeking re-appointment in the ensuing Annual General Meeting. (Pursuant to clause 49 of the listing agreement with the stock exchange)

Item No. 3

Mr. Deo Kishan Saraf, retires by rotation, being eligible offers himself for re-appointment.

Brief resume and nature of expertise

Mr. Deo Kishan Saraf, aged 48 years, is a Commerce graduate from Calcutta University. He is industrialist with diversified business experience. He is presently executive director of the Company who is liable to retire by rotation. He is on the Board of your Company from 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.	Orient Tea Estate Pvt. Ltd.	Director	NA	NA
3.	Ramnagar Properties Pvt. Ltd.	Director	NA	NA
4.	Century Safetywears Pvt. Ltd.	Director	NA	NA

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

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

Explanatory Statements in respect of the special business pursuant to section 102(1) of the Companies Act, 2013

Item No. 5

Mr. Samir Kumar Ghosh, is an associate member of Institute of Company Secretaries of India, holds a Master Degree in Commerce from the University of Calcutta and a qualified Cost Accountant from ICMA, London. He possesses professional experience of more than 48 years.

Mr. Samir Kumar Ghosh, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in April, 2005. He is the Chairman of the Audit Committee and Stakeholder Relationship Committee and a member of the Nomination and Remuneration Committee of Board of Directors of the Company.

Mr. Samir Kumar Ghosh retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr Samir Kumar Ghosh being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years until the

conclusion of the fifth Annual General Meeting hereafter.

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 ₹ 1,00,000/- proposing the candidature of Mr. Samir Kumar Ghosh for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Samir Kumar Ghosh (i) 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. Samir Kumar Ghosh fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director of the Company and he is Independent of the Management. A Copy of the draft letter for appointment of Mr. Samir Kumar Ghosh as an Independent Director 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.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Samir Kumar Ghosh as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Samir Kumar Ghosh as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company.

No Director, Key Managerial Personnel and their relatives except Mr. Samir Kumar Ghosh, to whom the resolution relates, is interested or concerned, in the resolution set out at Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 6

Mr. Manindra Kumar Nath, is commerce and law graduate from Calcutta University and also did his MBA from Calcutta University. He occupied head of HRD position in several reputed corporate houses in Kolkata for different period of time and is a distinguished faculty member of several management institution.

Mr. Manindra Kumar Nath, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of



the Company in April, 2009. He is the Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee and Stakeholder Relationship Committee of Board of Directors of the Company.

Mr. Manindra Kumar Nath retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr Manindra Kumar Nath being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years until the conclusion of the fifth Annual General Meeting, hereafter.

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 ₹ 1,00,000/- proposing the candidature of Mr. Manindra Kumar Nath for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Manindra Kumar Nath (i) 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. Manindra Kumar Nath fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director of the Company and he is Independent of the Management. A copy of the draft letter for appointment of Mr. Manindra Kumar Nath as an Independent Director 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.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Manindra Kumar Nath as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Manindra Kumar Nath as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company.

No Director, Key Managerial Personnel and their relatives except Mr. Manindra Kumar Nath, to whom the resolution relates, is interested or concerned, in the resolution set out at Item No. 6.

This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 7

In terms of the resolution passed by the shareholders of the company at the Annual General Meeting held on the 13th September, 2005 the Board of Directors of the Company was authorised to borrow money upto a sum of ₹ 200 Crores (Rupees Two Hundred Crores Only) in aggregate (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) notwithstanding that such borrowed money may exceed the aggregate of the paid-up capital of the company and its free reserves.

Whereas Section 180 of the Companies Act, 2013, provides under sub section (1) (c) that the director's authority to borrow moneys together with already borrowed money may exceed the aggregate of his paid-up-capital and free reserve with prior approval and consent of members by special resolution in a general meeting and pursuant to the rules made under this section any previous authority shall remain valid upto one year from the date of coming into force of this section i.e 12.09.2013.

In view of the provision as stated above the directors recommends the resolution set out under item No. 8 be adopted by the members for the interest of the company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested in the said resolution.

Item No. 8

In terms of the resolution passed by the shareholders of the company under section 293(1) (a) of the companies Act, 1956 at the Annual General Meeting held on the 13th September, 2005 the Board of Directors of the Company was authorised to create charges on all or any of the company's immovable and/or movable assets, both present & future, in favour of the banks or other financial Institutions to secure loans and/or other credit facilities obtained for the business of the company.

Though whereas the Provisions under section 180 (1) (a) of the companies Act, 2013 corresponds to the provisions under section 293 (1) (a) of the companies Act, 1956 pursuant to the rules made under this section any previous authority shall remain valid upto one year from the date of coming into force of this section i.e 12.09.2013.

In view of the provision as stated above the directors recommends the resolution set out under item no. 8 be adopted by the members for the interest of the company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested in the said resolution.