

# LAYLA TEXTILE AND TRADERS LIMITED

(Formerly Known as Haricharan Projects Limited)  
CIN: L63022WB1983PLC035909

801, Crystal Plaza,  
Opp Solitaire Corporate Park,  
Andheri-Ghatkopar Link Road,  
Chakala, Andheri (E)  
Mumbai- 400099  
Phone: 022 67426891  
Website: [www.hprojects.org](http://www.hprojects.org)  
Email Id: [laylatextltd@gmail.com](mailto:laylatextltd@gmail.com)

Date:-06/09/2017

To,  
BSE Limited  
Department of Corporate Services,  
Ground Floor, P. J. Towers,  
Dalal Street, Fort, Mumbai – 400 001.

**Ref: Layla Textile and Traders Ltd.**

**Sub:-Notice of Annual General Meeting.**

Dear Sir/Madam,

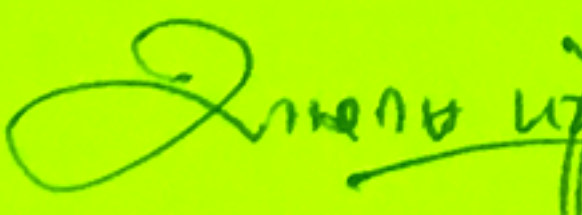
This is to inform you that the Annual General Meeting of the members of the Company will be held on Thursday 28<sup>th</sup> September, 2017 at 03.00 p.m. at 801, Crystal Plaza, Opp Solitaire Corporate Park Andheri-Ghatkopar Link, Road, Chakala, Andheri (E) Mumbai (Maharashtra) 400099. We are enclosing herewith Notice of Annual Report for the financial year 2016-17.

As per Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The instructions for e-voting are mentioned in the Notice attached.

Kindly take the same on record.

Thanking You,

For Layla Textile and Traders Ltd

  
^ Ashish Patel  
(Director)

DIN : 07659614

Encl: as above



**LayLa TextiLes and Traders LimiTed**  
(Formerly Known as HaricHarAn Projects Limited)  
CIN: L63022WB1983PLC035909

**NOTICE**

Notice is hereby given that **34<sup>th</sup> Annual General Meeting (AGM)** of the members of **Layla Textiles and Traders Limited** will be held on **28<sup>th</sup> September, 2017** at **801, Crystal Plaza, Opp Solitaire Corporate Park Andheri-Ghatkopar Link Road, Chakala, Andheri (E) Mumbai Mumbai City (Maharashtra) 400099 INDIA** at **03:00 P.M.** to transact the following business:

**ORDINARY BUSINESS**

**1. ADOPTION OF ACCOUNTS FOR PERIOD ENDED 31<sup>ST</sup> MARCH 2017** : To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>ST</sup> March 2017 together with the Report of the Board of Directors and Auditors thereon.

**2. APPOINTMENT OF STATUTORY AUDITOR D P AGARWAL & CO** : To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of **D P Agarwal & Co.**, Chartered Accountant Firm, Mumbai, bearing Firm Membership No. **100068W** as the Statutory Auditors of the Company, who holds the office for a term of Five Years, from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting) and to fix their remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto."

**SPECIAL BUSINESS**

**3. APPOINTMENT OF RAJESH HARISH GOURI AS THE MANAGING DIRECTOR & CEO** : To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution:

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**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded (subject to approval of shareholders) to appoint **Rajesh Harish Gouri, (DIN: 01735907**, as the Managing Director & CEO, of the Company for a period of three (3) years with effect from 16th January, 2017 to 15th January, 2020, on the terms and conditions including the remuneration of Rs. 500000/-p.m. and minimum remuneration in the event of absence or inadequacy of profits as set out in the draft Agreement entered between the Company and Rajesh Harish Gouri, which agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Rajesh Harish Gouri.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Rajesh Harish Gouri be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** as per the Articles of Association of the Company, Rajesh Harish Gouri shall not be subject to retire by rotation unless the total number of Directors (including Managing Director) as are not subject to retirement by rotation exceeds one-third of total number of Directors. In such case, Rajesh Harish Gouri shall be liable to retire by rotation so that the total number of Directors not liable to retire by rotation does not exceed one third of total number of Directors and after re-appointment Rajesh Harish Gouri shall automatically continue to hold the office of the Executive Director & CEO.

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**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

**4. REGULARIZATION OF MUKESH BAJPAI AS 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and applicable regulations of SEBI(Listing Obligation and Disclosure Requirement) Regulations,2015 and other applicable laws, MUKESH BAJPAI (DIN 06734657), who was appointed as an Additional Director on 29<sup>th</sup> March, 2017 pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company& who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company up to the conclusion of Annual General Meeting of the Company to be held in 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the board of Directors of the company be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution .”

**5. REGULARIZATION OF SIMRANPREET BAJPAI AS INDEPENDENT DIRECTOR:** To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

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**“RESOLVED THAT** pursuant to the provisions of section 149,152,160 and all other applicable provisions of the Companies Act,2013 (“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), Articles of Association of the Company and applicable regulations of SEBI(Listing Obligation and Disclosure Requirement) Regulations,2015 and other applicable laws, SIMRANPREET BAJPAI (DIN 07531269), who was appointed as an additional director on on 29<sup>th</sup> March, 2017 pursuant to section 161 of the Act and who holds office upto the date of the ensuring Annual General Meeting of the company & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company up to the conclusion of Annual General Meeting of the Company to be held in 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the board of Directors of the company be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution .”

**6. REGULARIZATION OF ASHISH RAJESHBHAI PATEL AS 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 section 149,152,160 and all other applicable provisions of the Companies Act,2013 (“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), Articles of Association of the Company and applicable regulations of SEBI(Listing Obligation and Disclosure Requirement) Regulations,2015 and other applicable laws, ASHISH RAJESHBHAI PATEL (DIN 07659614), who was appointed as an additional director on 16<sup>th</sup> January, 2017 pursuant to section 161 of the Act and who holds office upto the date of the ensuring Annual General Meeting of the company be and is hereby appointed as a Executive Director of the company, whose period of the office will be liable to determination by retirement of Directors by rotation.

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**RESOLVED FURTHER THAT** the board of Directors of the company be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution

**By Order of the Board of Directors**

Sd/-	Sd/-
Rajesh Harish Gouri	Ashish Rajeshbhai Patel
Managing Director	Director
(DIN: 01735907)	(DIN: 07659614)

Place: Mumbai  
Date: 31<sup>st</sup> August 2017

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**NOTES:**

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday/Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
7. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
8. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.

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**NOTES:**

9. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **Purvey Sharegistry (India) Private Limited**, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.
10. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.
12. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the **Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2017 (Wednesday) to September 28, 2017 (Thursday) (both days inclusive)**.
14. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.
15. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.



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**NOTES:**

16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/ Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website [www.hprojects.org](http://www.hprojects.org) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: **laylatextltd@gmail.com**.
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

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**NOTES:**

19. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the Resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **S. K. Pandey, Scrutinizer**, Raja Bahadur Building, 1st Floor, 45 Tamarind Lane, M.P. Setty Marg, Fort, Mumbai – 400001, Tel.: 022-66390257, Fax : 022-66390257, Email: pandeysk2004@yahoo.co.in so as to reach him on or before **Wednesday September 27, 2017** by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
20. Members can request for a Ballot Form at **Layla Textiles & Traders Limited** (Formerly known as Haricharan projects Limited), 801, Crystal Plaza, Opp. Solitaire Corporate Park, Andheri-Ghatkopar Link Road, Chakala, Andheri (East) Mumbai -400099 or they may also address their request through E-mail to: laylatextltd@gmail.com, Contact No.: 022-67426891.
21. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
22. The E-voting period for all items of business contained in this Notice shall commence **from Monday the 25th September, 2017 at 9.00 a.m. and will end on Wednesday, the 27th September, 2017 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **September 21, 2017**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **September 21, 2017**.
23. **S.K.Pandey**, Practicing Company Secretaries (Membership No. ACS 8546) and failing to which **Ms. Sajeda Patel** an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

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**NOTES:**

24. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
25. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
26. Voting through electronic means:
27. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 National Securities Depository Limited (NSDL).
28. The facility for voting through ballot paper shall be made available at the 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.
29. 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.
30. The remote e-voting period commences on **25<sup>th</sup> September, 2017 (9:00 am) and ends on 27<sup>th</sup> September, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21<sup>st</sup> September, 2017**, 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.

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**NOTES:**

31. The process and manner for remote e-voting are as under:
32. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
33. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
34. Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
35. Click on Shareholder –Login
36. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
37. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
38. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
39. Select "EVEN" of "**Layla Textiles & Traders Limited**"
40. Now you are ready for remote e-voting as Cast Vote page opens.
41. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
42. Upon confirmation, the message "Vote cast successfully" will be displayed.
43. Once you have voted on the resolution, you will not be allowed to modify your vote.
44. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pandey2004@yahoo.co.in](mailto:pandey2004@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
45. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
46. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

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**NOTES:**

**47. EVEN (Remote e-voting Event Number) USER ID  
PASSWORD/PIN**

- 48.ii. Please follow all steps from Serial No. (ii) To Serial No. (xii) Above to cast vote.
49. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
50. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
51. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 52.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21<sup>st</sup> September, 2017**.
53. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21<sup>st</sup> September, 2017**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Share Transfer Agent of the Company, i.e. **Purva Sharegistry (India) Private Limited**.
54. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
55. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
56. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
57. **S.K. Pandey**, Practicing Company Secretaries (Membership No. ACS 8546) and failing Ms. **Sajeda Patel** an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

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**NOTES:**

58. 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 remote e-voting facility.
59. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
60. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.hprojects.org](http://www.hprojects.org) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**By Order of the Board of Directors**

Sd/-	Sd/-
Rajesh Harish Gouri	Ashish Rajeshbhai Patel
Managing Director	Director
(DIN: 01735907)	(DIN: 07659614)

Place: Mumbai  
Date: 31<sup>st</sup> August 2017

**LayLa TextiLes and Traders Limited**  
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**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO:** 3 The Board of Directors in their meeting held on January 16<sup>th</sup>, 2017, approved the appointment of Rajesh Harish Gouri as additional director and Managing Director of the Company for the period of 3 years with effective from dated 16th January, 2017 to 15th January, 2020, subject to approval of members at the forthcoming Annual General Meeting, on the terms of remuneration mentioned herein below, with the powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down under schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereof.

Rajesh Harish Gouri, is additional Director of the Company and gained vast and varied experience of more than 10 years, in the field of digital and media industry. He has worked with many a known media companies such as Hungama – a digital media company, Viacom 18 Media Private Limited, HMV Saregama India Ltd. He is a One of the founding members of MTunes HD, India's first true HD Television Channel.

**Brief terms and conditions including remuneration as Executive Director & CEO are as follows:**

- **Salary:** He will be is entitled to receive remuneration of Rs.500000/- per month or Rs.60,00,000/- annual salary (all inclusive ) with such annual increments/increase as may be decided by the Board of Directors from time to time.
- **Commission/Royalty:** Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission/royalty shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
- **Perquisites:**
- Company's contribution to provident fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- Gratuity will be paid as the provisions of payment of gratuity act.

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- Telephone, tele-fax and other communication facilities at Company cost.
- Reimbursement of entertainment expenses incurred in the course of business of the Company.
- Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/lodging expenses for patient and attendant.
- Reimbursement of actual travelling expenses for proceeding on leave from Mumbai to any place in India and return there from once a year in respect of his and family.
- Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- Tenure: His appointment shall be for period of 3 years with effective from January 16<sup>th</sup> 2017 up to January 15<sup>th</sup> 2020.
- Valuation of Perquisites: Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013,



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- Computation of ceiling: The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.
- The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Director in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this regard.
- The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 months' notice in writing.
- This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Companies Act requiring a special resolution where the ceiling has to be doubled and for payment of minimum remuneration in the event of loss or inadequacy of profits. Your Directors recommended that proposed resolution is required to be passed as Special Resolution under Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013.

The Company will benefit by his immense knowledge, experience, contacts. Rajesh Harish Gouri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director.

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 Rajesh Harish Gouri as Managing Director. Accordingly, the Board recommends the resolution in relation to appointment of Rajesh Harish Gouri as Managing Director for a term of three years, for the approval by the shareholders of the Company, liable to retire by rotation.

Copy of the draft letter for appointment of Rajesh Harish Gouri as Managing Director 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 day, excluding Saturday.

Rajesh Harish Gouri does not hold by him- self or for any other person on a beneficial basis, any shares in the Company. He is not related to any of the Directors on the Board of the Company.

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<b>Rajesh Harish Gouri</b>	
Fathers' Name :	HarishKalyanji Gouri
Date of Birth :	01/01/1984
First Appointment on Board	16/01/2017
Expertise in specific functional areas	Having expertise in the field of Business Management, Strategic Planning, Advertisement, Media, Entertainment & Travel industry.
Years of Experience :	More than 10 years
Qualification :	Bcom
Directorship in Other Companies :	6
Name of other public limited Companies, where he is Director	Nil
Member/Chairman of the Committee on other Board :	Nil

**ITEM NO 4 & 5:** The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mukesh Bajpai ( DIN 06734657) & Simranpreet Bajpai (DIN 07531269) , as an Additional Independent Director of the Company with effect from 29<sup>th</sup> March, **2017**.

In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Mukesh Bajpai & Simranpreet Bajpai would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mukesh Bajpai & Simranpreet Bajpai for the office of Director of the Company. Mukesh Bajpai & Simranpreet Bajpai are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided their consent to act as a Director. Mukesh Bajpai & Simranpreet Bajpai possesses appropriate skills, experience and knowledge. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company.

The Company has received a declaration from Mukesh Bajpai & Simranpreet Bajpai that they meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations. Mukesh Bajpai & Simranpreet Bajpai possesses appropriate skills, experience and knowledge.

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The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mukesh Bajpai & Simranpreet Bajpai as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mukesh Bajpai & Simranpreet Bajpai as an Non- Executive Independent Director, for a term of five years, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Mukesh Bajpai & Simranpreet Bajpai as an Non-Executive Independent Director 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 day, excluding Saturday. They are not related to any Directors on the Board of the Company. None of the Directors, KMP of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of directors recommend passing of the resolution set out in the Item no. 4 & 5 of this Notice.

<b>Mukesh Bajpai</b>	
Fathers' Name :	Vishun Kumar Bajpai
Date of Birth :	22/06/1977
First Appointment on Board	29/03/2017
Expertise in specific functional areas	Having expertise in the field of digital media, advertisement, Business Management, BPO, etc.
Years of Experience :	More than 17 years
Qualification :	Bcom
Directorship in Other Companies :	1
Name of other public limited Companies, where he is Director	Nil
Member/Chairman of the Committee on other Board :	Nil

<b>Simranpreet Bajpai</b>	
Fathers' Name :	Ranveer Singh Jassal
Date of Birth :	03/09/1981
First Appointment on Board	29/03/2017
Expertise in specific functional areas	Content Creation, Digital Media, advertisement.
Years of Experience :	More than 3 years
Qualification :	B.A (hons)
Directorship in Other Companies :	1
Name of other public limited Companies, where he is Director	Nil
Member/Chairman of the Committee on other Board :	Nil

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**ITEM NO: 6:** The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Ashish Rajeshbhai Patel ( DIN 07659614) , as an Additional Director of the Company with effect from 16<sup>th</sup> March, 2017. In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Ashish Rajeshbhai Patel would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ashish Rajeshbhai Patel for the office of Director of the Company.

Ashish Rajeshbhai Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director. Ashish Rajeshbhai Patel possesses appropriate skills, experience and knowledge. 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 Ashish Rajeshbhai Patel as a Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Ashish Rajeshbhai Patel as an Executive Director, liable to retire by rotation, for the approval by the shareholders of the Company.

Copy of the draft letter for appointment of Ashish Rajeshbhai Patel as a Executive Director 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 day, excluding Saturday. Ashish Rajeshbhai Patel does not hold by himself any equity shares in the Company nor he is related to any another Directors on the Board of the Company.

Except Ashish Rajeshbhai Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. The Board of directors recommend passing of the resolution set out in the Item no.6 of this Notice.

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<b>Ashish Rajeshbhai Patel</b>	
Fathers' Name :	RAJESHBHAI TRIKAMBHAI PATEL
Date of Birth :	08/02/1985
First Appointment on Board	16/01/2017
Expertise in specific functional areas	Having experience in the field of capital market, banking, finance, media & real estate
Years of Experience :	More than 10 years
Qualification :	HSC, Dilpoma in Fashion Desiging
Directorship in Other Companies :	1
Name of other public limited Companies, where he is Director	ARNAV CORPORATION LIMITED
Member/Chairman of the Committee on other Board :	1

**By Order of the Board of Directors**

Sd/- Rajesh Harish Gouri Managing Director (DIN: 01735907)	Sd/- Ashish Rajeshbhai Patel Director (DIN: 07659614)
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Place: Mumbai  
Date: 31<sup>st</sup> August 2017