



# Superfine Knitters Limited

AN INTEGRATED UNIT OF : HOSIERY KNITTED FABRICS & GARMENTS



20<sup>th</sup> December, 2017

BSE Limited,  
P. J. Tower, Dalal Street,  
Mumbai – 400001.  
Scrip code: 540269

**Sub: DISCLOSURE OF VOTING RESULTS FOR EXTRA-ORDINARY GENERAL MEETING**

Dear Sir/Ma'am,

In respect of Extra – Ordinary General Meeting of Super Fine Knitters Limited was held at its Registered Office, 269, Industrial Area – A, Ludhiana on 19<sup>th</sup> December, 2017, please find enclosed:

1. Voting results under regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015
2. Amended Memorandum of Association (MOA).
3. Report of Scrutinizer dated 20<sup>th</sup> December, 2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) of the Companies (Management and Administration) Rules, 2014.

Kindly noted that meeting commenced at 11:30 a.m. and concluded at 12:00 p.m.

You are requested to take the same in your records.

Thanking You,

Yours Faithfully,  
For Super Fine Knitters Limited

  
Shruti Gupta  
Company Secretary



# Superfine Knitters Limited

AN INTEGRATED UNIT OF : HOSIERY KNITTED FABRICS & GARMENTS



## Details of Voting Results

### SUPER FINE KNITTERS LIMITED

### 01/2017-2018 EXTRA-ORDINARY GENERAL MEETING

{Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

➤ Date of EGM:	19 <sup>th</sup> December, 2017
➤ Total Number of Shareholders on record date.	169
➤ No. of Shareholders present in the meeting either in person or through proxy:  a) Promoter and Promoter group:  b) Public:	  3  16
➤ No. of Shareholders attended the meeting through video conferencing:  a) Promoter and Promoter group:  b) Public:	  NOT APPLICABLE  

For Superfine Knitters Ltd.

  
Company Secretary

**Item No. 1**

1. The Board has adopted Clause 3 of the Memorandum of Association of the company as amended by the following Special Resolution adopted by the Board:

Proposed Resolution					Special Resolution			
(To be read together)					Yes			
Whether particular shareholders' groups are mentioned in the proposed resolution?					No			
Category	Name of Meeting	No. of Members Held	No. of Shares Held	No. of Shares Held on voting rights shown	No. of Shares in Issue	No. of votes casted	No. of votes in favour of resolution	No. of votes withheld and votes not casted
		(%)	(%)	(%)	(%)	(%)	(%)	(%)
Promoter and Promoter's Group	E-Voting Poll	100.0000	100.0000	100	100.0000	0	100	0
	Partial Polls (if Applicable)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Total	100.0000	100.0000	100	100.0000	0	100	0
	E-Voting Poll	0	0	0	0	0	0	0
Total Members	Partial Polls (if Applicable)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Total	100.0000	100.0000	100	100.0000	0	100	0
Total E-Voting Poll	E-Voting Poll	100.0000	100.0000	100	100.0000	0	100	0
	Partial Polls (if Applicable)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Total	100.0000	100.0000	100	100.0000	0	100	0
	E-Voting Poll	0	0	0	0	0	0	0
Total Members	Partial Polls (if Applicable)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Total	100.0000	100.0000	100	100.0000	0	100	0

For Sugandha Healthcare Ltd.

  
Company Secretary



(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SUPER FINE KNIITERS LIMITED**

**I. The Name of the Company is:- SUPER FINE KNIITERS LIMITED**

**II The Registered Office of the Company will be situated in the State of Punjab.**

**III. THE BUSINESS TO BE PURSUED BY THE COMPANY UNITS INCORPORATION ARE:-**

1. To carry on the business as manufacturers, spinners, weavers, knitters, stitching, dyeing of clothes, combers, producers, fabricators, importers, dealers in all kinds of yarn, fabrics, worsted, shoddy, cotton, synthetic, woolen, silk, jute, rayon, artificial silk, nylon, polyester, acrylic or any other synthetic, fiber or yarn allied products, by-products and to treat and utilize any waste arising from any such manufacture production and process and to carry on or to be carried out in connection with the business of spinning, weaving, dyeing, finishing, garment manufacturing and any and all other business thereof.

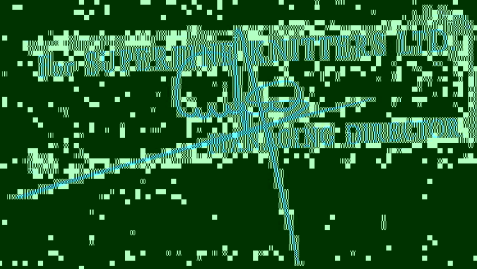
2. To carry on the business of manufacturing, importation and exportation, agency, wholesale and retail distribution and in foreign and home countries, machinery, tools, cotton stocks and man-made fibres, all man-made, natural and synthetic, for men, women and children including blankets, towels, sport, light, medium, sport, shirt, trousers, suit, pajamas, coats, jackets, cloth, etc. and also, garments, hosiery, socks, underwear, sport and all other knits and hosiery.

3. To put up a manufacturing plant and to carry on the business of spinning, dyeing, finishing, processing, manufacturing, distribution and sale of man-made synthetic and natural fibers of any of the varieties, yarns, hosiery, garments and all other knits and hosiery.

4. To carry on the business of creating, making and marketing of all types of fibres and material, whether natural or synthetic, wool, cotton, silk, rayon, polyester, acrylic, etc. and to carry on the business of spinning, weaving, dyeing, finishing, garment manufacturing and sale of man-made synthetic and natural fibres of any of the varieties, yarns, hosiery, garments and all other knits and hosiery, and to carry on the business of creating, making and marketing of all types of fibres and material, whether natural or synthetic, wool, cotton, silk, rayon, polyester, acrylic, etc. and to carry on the business of spinning, weaving, dyeing, finishing, garment manufacturing and sale of man-made synthetic and natural fibres of any of the varieties, yarns, hosiery, garments and all other knits and hosiery, and to carry on the business of creating, making and marketing of all types of fibres and material, whether natural or synthetic, wool, cotton, silk, rayon, polyester, acrylic, etc. and to carry on the business of spinning, weaving, dyeing, finishing, garment manufacturing and sale of man-made synthetic and natural fibres of any of the varieties, yarns, hosiery, garments and all other knits and hosiery.

5. To carry on the business of manufacturing, importation and exportation, agency, wholesale and retail distribution and in foreign and home countries, machinery, tools, cotton stocks and man-made fibres, all man-made, natural and synthetic, for men, women and children including blankets, towels, sport, light, medium, sport, shirt, trousers, suit, pajamas, coats, jackets, cloth, etc. and also, garments, hosiery, socks, underwear, sport and all other knits and hosiery.

6. To carry on the business of creating, making and marketing of all types of fibres and material, whether natural or synthetic, wool, cotton, silk, rayon, polyester, acrylic, etc. and to carry on the business of spinning, weaving, dyeing, finishing, garment manufacturing and sale of man-made synthetic and natural fibres of any of the varieties, yarns, hosiery, garments and all other knits and hosiery, and to carry on the business of creating, making and marketing of all types of fibres and material, whether natural or synthetic, wool, cotton, silk, rayon, polyester, acrylic, etc. and to carry on the business of spinning, weaving, dyeing, finishing, garment manufacturing and sale of man-made synthetic and natural fibres of any of the varieties, yarns, hosiery, garments and all other knits and hosiery.

**SUPER FINE KNIITERS LTD.**  
  
REGISTRAR OF COMPANIES, PUNJAB, MOHALI



**ARE:**

- For SUPERFINE KNITTERS LTD.

MANAGING DIRECTOR

13. To establish, purchase and take on lease or otherwise acquire and run shops, showroom, distributing centers, stores and depots at any place in India or abroad.

14. To acquire, purchase and take on lease all or any of the fixed assets , machinery, furniture, stores, stocks, or raw and finished material, priviledges, quoto rights, goodwill pertaining to any business to achieve the aforesaid objects.

15. To guarantee the performance of any contract or obligations of and the payment of money unsecured of and interest on , any, debenture, stock or securities of any Company , corporation, firm or persons in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the Company and in the above context to act as securities.

16. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit in connection with its business and also invest the money of the Company not immediately required in such manner as from time to time may be determined, provided that the Company shall not carry on the business of banking in such manner as defined under the Banking Regulations act, 1949.

17. To borrow from any state financial corporations, banks, companies firms or other financial institutions any term loan or other sums on such security and other charges as stipulated by the financial corporations or banks with mortgage on all or any of property of the Company whether present or future or both.

18. To adopt such means of making known the products of the Company as may deem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of books of state or interest, by publication of books and periodicals and by granting prizes, rewards and distinctions.

For SUPERFINN KNITTERS LTD.

  
MANAGING DIRECTOR

25. To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any design/trade marks/copy rights, patent rights, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights their use or any information as to any invention which may seem calculated directly or indirectly to benefit the Company in connection with its business and use, exercise, develop, or grant license in respect of the information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.

26. To produce the registration or other recognition of the Company in any country, state or place and to establish and to regulate agencies for the purpose of the Company's business and to apply for or in applying to any parliament, local government, or other body or authority or body, Indian or foreign, for any acts or parliament laws, objects or any of them and to oppose any proceedings or applications which may seem calculated directly, indirectly or to prejudice Company's interests.

27. To do all or any of Company's business as principals, agents or the business as representative of any person, firm, Company or corporation, having business or objects, altogether or in part similar to those of this Company and to carry on the business of the Company with foreign collaborations on terms and conditions subject to laws governing the same.

28. To invest in any, real or personal property rights or interest acquired by or belonging to the Company on behalf of or for the benefit of the Company but with the declared trust in favor of the Company.

29. To carry on any business or branch of a business which this Company is authorized to carry on by means of or through the agency of any subsidiary or ancillary Company or companies and to enter into any arrangement with any such subsidiary Company/companies for taking the profit or losses of any business or branch so carried on, or for financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any other business or branch so carried on, and to appoint Directors or managers of any such Company.

30. To take such steps as may be necessary to give the Company the same rights or privileges in any part of the world as are possessed by local companies or concerns of similar nature.

31. Subject to the directives of the reserve bank of India and provisions of sections 58a and 292 of the companies act, 1956 and the rules made there under, to borrow or raise money or to receive money in deposit or loan on interest or otherwise in such manner as the Company may think and in particular by the issue of debentures stock (perpetual or otherwise) whether convertible or not, into the shares of the Company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any of the give to the creditors the power of sale and other powers as may deem expedient and to purchase redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company in connection with its business provided that the Company shall not carry on banking business as defined in banking regulations act, 1949.

32. To Create depreciation Fund, reserve fund, sinking fund, insurance fund, provided fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other such purpose whatsoever conducive to the interest of the Company.

33. To pay all cost charges and expenses of and incidental to the promotion, registration and establishment of the Company.

For SUPERFINE KNITTERS LTD.

MANAGING DIRECTOR



34. To make , draw accept, endorse, discount, negotiate, execute, and issue bill of exchange, promissory notes, bill of lading, debentures and other negotiable instruments in connection with the Company.

35. To train or pay for the Training in India or abroad of any of the Company officers, employee or any Candidate in the interest of furtherance of the Company Objects.

36. To contribute towards the establishment & maintenance of any association, institution or fund in any way connected with the trade or business or commerce of the Company including any association, institution or fund created for the interest of employers or employees.

37. To grant to employees of the Company including directors any share in the profits of the Company.

38. To establish and maintain or procure the establishment and maintenance of any contributory provident fund, pension or superannuation fund for the benefit of any person who are or were at any time in the employment of the Company or of any Company, which is Subsidiary of the Company or is allied to or associate with Company.

39. To provide residential and sleeping accommodation for workmen and in Connection with to afford to such persons Facilities and convince for washing, bathing cooling, reading and writing and for the purchases, sale and consumption of provision both liquid and solid and for safe custody of goods.

40. To do all such acts, deeds, things as may be deemed incidental or ancillary to the attainment of the main objects.

41. To invest in and acquire, hold or otherwise deal in any shares, stocks, debentures, debenture stock, warrants, any other financial instruments, bonds obligations and Securities issued or guaranteed by any Company constituted or carrying on the business in India or elsewhere or Government, State Government, Semi Government Authorities, local Authorities, Public Sector Undertakings, Financial Institutions, Public Body, any other persons or otherwise.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. The Authorized Share Capital of the Company is Rs. 13,00,00,000/- (Thirteen Crores only) divided into 1,30,00,000 (One Crore Thirty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten) each.

For SUPERFINE KNITTERS LTD.

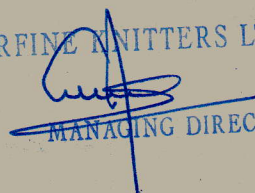
  
MANAGING DIRECTOR

We the several Persons, whose names, addresses and description are subscribed hereto are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of share in the capital of the Company as set opposite our respective names:

Name, Description, Address & Occupation of each Subscriber	Number of Equity Shares taken by each subscriber	Signature of the Subscriber	Name, Address, Description & Occupation of the Witness
1. Ajit Kumar Lakra S/o Sh. Niranjan Dass Lakra 269, Industrial Area – A, Ludhiana. (Business)	10	Sd/-	
2. Gita Lakra W/o Sh. Ajit Kumar Lakra 269, Industrial Area – A, Ludhiana. (Business)	10	Sd/-	
3. Sanjeev Kochhar S/o Sh. Sat Prakash Kochhar 407, The Mall, Ludhiana (Business)	10	Sd/-	
4. Rajan Sachdeva S/o Sh. Janak Raj Sachdeva, 71-H, Sarabha Nagar, Ludhiana. (Business)	10	Sd/-	Sd/- R. K. Joshi S/o Sh. S. C. Joshi 29/1 A, Sunder Nagar, Ludhiana Chartered Accountant
5. Puran Datt Sood S/o Sh. L. Nathi Ram Sood 261, Industrial Area – A, Ludhiana. (Business)	10	Sd/-	
6. Preeti D/o Sh. Ajit Kumar Lakra 269, Industrial Area – A, Ludhiana. (Business)	10	Sd/-	
7. Bhushan Kumar S/o Sh. Parduman Kumar Sunder Nagar, Ludhiana. (Business)	10	Sd/-	

Place: Ludhiana

Dated: 18-09-1998

For SUPERFINE KNITTERS LTD.  
  
MANAGING DIRECTOR



**FORM NO. MGT-13**

**Report of Scrutinizer(s)**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

20<sup>th</sup> December, 2017

The Chairman of  
Extra-Ordinary General Meeting of  
Super Fine Knitters Limited  
CIN: L1801PB1998PLC021814  
Regd. Off: 269, Industrial Area-A,  
Ludhiana, Punjab, 141005.

Subject: Consolidated Scrutinizer's report for voting at the Extra-ordinary General meeting (E.GM), held on 19<sup>th</sup> December 2017

The Board of Directors of the Company, on 24<sup>th</sup> November, 2017 had appointed me as Scrutinizer for remote e-voting and also voting at EGM by Ballot Papers.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided remote e-voting and ballot papers at EGM to its members in respect of business to be transacted at EGM.

The Company had appointed Central Depository Services Limited (CDSL) as the service provider for the facility of electronic voting to the shareholders of the Company. The remote e-voting results were unlocked by me on 19<sup>th</sup> December, 2017 after conclusion of EGM in the presence of two witnesses.

Cut off date: 08<sup>th</sup> December, 2017  
Remote e-voting commencement date: 15<sup>th</sup> December, 2017 at 10.00 am  
Remote e-voting end date: 18<sup>th</sup> December, 2017 at 05.00 pm

The Company has delivered copy of EGM Notice through email to members whose E-mail ids were registered.

The Company has published a notice in this regard in Daily Post (newspaper in English) and Aaj Samachar (newspaper in Hindi) on 28.11.2017.

The facility of voting through ballot paper was made available to the members attending the meeting and who had not cast their vote through remote e-voting facility.





the EGM for this purpose was locked in my presence. After conclusion of voting at the EGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.

The results of the remote e-voting together with ballot papers are as under:

Special Business- Special Resolution No. 1

Adoption of Audited Financial Statements of the Company together with the reports of Directors and Auditors for the year ended 31<sup>st</sup> March, 2017.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
23	9563070	77.16

	Remote e-voting		Voting at EGM by ballot papers		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No of Shares	%age
Assent	7	6423388	16	3139682	9563070	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	7	6423388	16	3139682	9563070	100

The above Resolution has been passed by the members with requisite majority.

I, hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and ballot papers by the shareholders of the company. I shall be arranging to hand over these records to you or such other person authorized by you.

For Sharma Charu & Associates  
Company Secretaries



(Charu Sharma )

Prop.

FCS : 8899

CP No. : 13174