

Dear Shareholder,

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, **22nd July 2016 at 11 am** at the Registered Office of the Company at B1/ F4, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110044.

The Notice for the AGM along with the attendance slip and Proxy Form are attached herewith and is also available on the Company's website <http://www.ssiplgroup.com/>.

The Annual Report containing inter-alia, Directors' Report, Financial Statements (Standalone and Consolidated) and the Auditors' Report thereon; for the financial year 2015-16 is available on the Company's website <http://www.ssiplgroup.com/>.

Please note that this e-mail communication is being sent to your email address registered with the company through Depository Participants(s) or as provided by you to Karvy Computershare Private Limited, our Share Transfer Agent (Karvy). We thank you for registering your e-mail address and contributing to the cause of the green initiative. You are requested to please inform any changes in your email address to the Depository through your Depository Participant in case you hold the shares electronically or to Karvy in case you hold the shares physically. This would enable you to receive the future shareholder communications/ documents sent by Company electronically.

The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 13th July 2016 to Friday, 15th July 2016 (both days inclusive).

By Order of the Board
For SSIPL RETAIL LIMITED



Kanika Verma
Company Secretary
Membership No. F5780
Add: A-99, Yojana Vihar,
Delhi- 110092

Date: 22nd June 2016
Place: New Delhi



NOTICE

Notice is hereby given that the Twenty Second **Annual General Meeting** ('22nd AGM') of the members of SSIPL Retail Limited will be held on Friday, **22nd July 2016** at **11 am** at the Registered Office of the Company at B1/ F4, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110 044 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited standalone Financial Statements of the Company for the financial year ended 31st March 2016 including audited Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31st March 2016.
2. To confirm Interim Dividend of Rs 1.40 per equity, already paid for the period ended 31st December 2015 and to declare final dividend for the year ended 31st March 2016.
3. To appoint a Director in place of Mr. Carlton Felix Pereira. (DIN: 00106962), who retires by rotation at this Annual General Meeting and being eligible offered himself for re-appointment.
4. To appoint a Director in place of Mr. Sunil Taneja (DIN: 00035716), who retires by rotation at this Annual General Meeting and being eligible offered himself for re-appointment.
5. To re-appoint Auditors and to fix their Remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an:

ORDINARY RESOLUTION:

"RESOLVED THAT M/s T R Chadha & Co LLP, Chartered Accountants (LLP Identification No. AAF-3926), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

**By Order of the Board
For SSIPL RETAIL LIMITED**

Sd/
Kanika Verma
Company Secretary



**Date: 22nd June 2016
Place: New Delhi**

**Membership No. F5780
Add: A-99, Yojana Vihar,
Delhi- 110092**

IMPORTANT NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

- b. Pursuant to Section 136 read with Rule 11 of Companies (Accounts) Rules, 2014 of the Companies Act, 2013, electronic copy of the Annual Report for financial year ending 31st March 2016 along with Attendance Slip; Proxy form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes.

The Annual Report containing inter-alia, Directors' Report, Financial Statements (Standalone and Consolidated) and the Auditors' Report thereon; for the financial year 2015-16 is available on the Company's website <http://www.ssipgroup.com/>.

- c. Members are requested to bring their attendance slip to the Meeting.
- d. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- e. The Company has notified closure of the Register of Members and Share Transfer Books from 13th July 2016 to 15th July 2016 (both days inclusive) for the purpose of determining the eligibility of the members entitled to dividend, if declared at the Meeting.
- f. Interim dividend for the period ended 31st December 2015 @ Rs. 1.40 per equity share, was paid on 18th March 2016. Final dividend @ 0.25 paise per equity share has been recommended by the Board of Directors for the year ended 31st March 2016 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on or before 20th August 2016.
- g. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical

form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

- h. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven days from the date of expiry of 30 days from the date of declaration is required to be transferred to the Unpaid and Unclaimed Dividend Account. The Company had, accordingly, transferred Rs. 2451/- to the unpaid and unclaimed dividend account.
- i. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company at following address of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- (a) the Depository Participants in case of shares held in electronic form;
(b) the Company B1/F4, Mohan Cooperative Industrial Area, Main Mathura Road, New Delhi-110044, in case of shares held in physical form.
- j. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- k. Reappointment of Directors retiring by rotation:

Mr. Carlton Felix Pereira

Carlton Felix Pereira, 49 years, is a Non-Executive and Non-Independent Director of our Company. He has been on our Board since April, 2006. He is a qualified chartered accountant from the Institute of Chartered Accountants of India. He has over 20 years of experience in the financial services industry. He has been associated with Arthur Andersen Limited. Further, he has held the position of a managing director of corporate finance/corporate recovery business for KPMG India.

The other directorships are as follows:

Indian Public Companies:

- Shilpa Medicare Limited;
- Promac Engineering Industries Limited; and
- MIRC Electronics Limited

Indian Private Companies:

- Tano India Advisors Private Limited;
- Compact Travels Private Limited;
- Chowgule Construction Chemicals Private Limited;
- Sanghvi Brands Promoters Private Limited;
- Sanghvi Fitness Private Limited

- Sanghvi Beauty and Salon Private Limited; and
- Sanghvi Hospitality Private Limited
- Sanghvi Technologies Private Limited

Mr. Sunil Taneja

Sunil Taneja, 59 years, is a Whole-Time Director, Chief Financial Officer and one of the Promoters of our Company. He has been on our Board since October, 2005. He has about 31 years of work experience. As Chief Financial Officer, he is responsible for, inter alia, developing our Company's financial operational strategies and monitoring its financial performance. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India and has 5 years of experience with Nike Sport Shoe Division as a General Manager.

The other directorships are as follows:

- Kasi Sales And Services Pvt Ltd
- Trishul Tread Pvt Ltd
- Jaydee International Private Limited
- Southcity Motors Limited
- Field Motor Private Limited
- Empire Information And Infrastructure Private Limited
- Kasi Equipments LLP
- Kasi Trishul Motors Private Limited
- SSIPL Lifestyle Private Limited
- Cheyyar SEZ Developers Private Limited
- Lotus Footwear Limited
- East Wind Footwear Co. Ltd.

I. **Re-appointment of Statutory Auditor**

M/s T R Chadha & Co LLP, Chartered Accountants (LLP Identification No. AAF-3926), Chartered Accountants, were appointed as the statutory auditors of the Company for the financial year 2015-16 at the Annual General Meeting held on June 29, 2015. M/s T.R. Chadha & Co is proposed to be re-appointed for one year as statutory auditors for financial year 2016-17.

As per Section 139(1) of the Companies Act, 2013, a transition period of three years from the commencement of the Companies Act, 2013 is provided to appoint a new Auditor when the existing auditors' firm has completed two terms of five consecutive years with the company.

**By Order of the Board
For SSIPL RETAIL LIMITED**

**Date: 22nd June 2016
Place: New Delhi**



**Kanika Verma
Company Secretary
Membership No. F5780
Add: A-99, Yojana Vihar,
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