

NOTICE

NOTICE is hereby given that 10TH ANNUAL GENERAL MEETING of the Shareholders of SHUBHAM POLYSPIN LIMITED will be held as under:

Date	: 12 th September, 2022
Day	: Monday
Time	: 12.00 Noon
Place	: At the Registered Office of the Company at: Block No. 748, Saket Industrial Estate, Nr. Kaneria Oil Mill, Jetpura- Basantpura Road, Borisana, Tal-Kadi Dist:-Mehsana-382728

to transact the following business:

ORDINARY BUSINESS:

- To receive and adopt Audited Financial Statements of the Company for the financial year 2021-22 and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year 2021-22 comprising of Balance Sheet as on 31st March, 2022 and Profit and Loss Statement for the financial year ended on 31st March, 2022 together with all annexure and attachment thereto including Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and the same are hereby approved and adopted.”

- To appoint Director in place of Mr. Ankit A. Somani (DIN: 05211800), who retires by rotation and being eligible, offers himself for re appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the retiring Director, Mr. Ankit A. Somani (DIN: 05211800), be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- To approve material related party transaction and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Regulation 23(4) and other applicable Regulations, if any of the SEBI (LODR) Regulations, 2015, the consent of members of the Company, be and is hereby accorded to the Board of Directors to enter into or to be entered into related party transactions (expressed or implied) for sale/purchase or supply of any goods or materials with such parties as specified under section 2(76) of the Companies Act, 2013 or as per Accounting Standards, on the terms and conditions as the Board may deem fit, for an aggregate amount of Rs. 50 Crores p.a. for next five financial years i.e. from 2022-23 to 2026-27, provided that the said contract / arrangement / transaction (s) so carried out shall be at the Arm’s Length basis and in the Ordinary course of business.

RESOLVED FURTHER THAT the consent of members is specifically given to the following related party transactions entered into/proposed to be entered into by the Company:

Sr. No.	Name of Related Party	Nature, Duration of the contract	Nature of Relationship	Nature, material terms and particulars of contract or arrangement	Amount	Other terms
1.	Shubham Tax-O-Pack Private Limited	No Specific duration (ongoing basis)	Enterprise significantly influenced by Key Management Personnel (Relatives of Directors are Director & Member)	Sales and/or Purchase of goods from time to time	Yearly limit not to exceed Rs. 25 Crores during the financial year.	In the Ordinary course of business on arm’s length basis
2.	Flexishine Polyblend LLP	No Specific duration (ongoing basis)	Enterprise significantly influenced by Key Management Personnel (Relatives of Directors are Director & Member)	Sales and/or Purchase of goods from time to time	Yearly limit not to exceed Rs. 12.50 Crores during the financial year.	In the Ordinary course of business on arm’s length basis
3.	Shubham Texplast Private Limited	No Specific duration (ongoing basis)	Enterprise significantly influenced by Key Management Personnel (Director is Director & Member)	Sales and/or Purchase of goods from time to time	Yearly limit not to exceed Rs. 12.50 Crores during the financial year.	In the Ordinary course of business on arm’s length basis

RESOLVED FURTHER THAT in terms of Regulation 23(8) and other applicable provisions, if any of the SEBI (LODR) Regulations, 2015. the approval of the members, be and is hereby given for the related party transactions already entered into with the aforesaid related parties which are in the ordinary course of business and on arms' length basis.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be required in this regard and also to settle all question, doubt or difficulty which may arise in implementation of this resolution.”

4. To consider and if thought fit to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

TO INCREASE THE AUTHORISED SHARE CAPITAL:

“**RESOLVED THAT** pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 12,01,00,000 (Rupees Twelve Crores One Lakh Only) divided into 1,20,10,000 (One Crore Twenty Lakhs Ten Thousand) Equity Shares of face value of Rs. 10/- each to Rs. 13,01,00,000 (Rupees Thirteen Crores One Lakh Only) divided into 1,30,10,000 (One Crore Thirty Lakhs Ten Thousand) Equity Shares of face value of Rs. 10/- each by creation of additional 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/-each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, the consent of the members of the Company, be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

- V. The Authorised Share Capital of the Company is Rs. 13,01,00,000/- (Rupees Thirteen Crores One Lakh Only) divided into 1,30,10,000/- (One Crore Thirty Lakhs Ten Thousand) Equity Shares of Rs. 10/- (Rs. Ten Only) each.

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

5. To consider and if thought fit to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

ISSUE OF BONUS SHARES:

“**RESOLVED THAT**

1. pursuant to provisions of Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including Rules made thereunder, Article 71 of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the members be and is hereby accorded to capitalize a sum of Rs. 1,10,20,000/- from the Credit balance of the Profit & Loss Account for distribution among the holders of existing fully paid equity shares of Rs. 10/- each of the Company, whose names will appear in the Register of Members/Beneficial Owners' of the Company on Record Date to be decided by the Board of Directors for this purpose, as an increase of the nominal amount of the equity share capital of the Company held by each such shareholder, and not as income or in lieu of dividend, credited as 11,02,000 new fully paid equity shares of Rs. 10/- each as bonus shares in the proportion of 1 (One) new equity bonus share of Rs. 10/- each for every 10 (Ten) existing fully paid equity share of Rs. 10/- each held.
2. the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.
3. no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form.
4. the allotment of the new equity bonus shares and payment in respect of fractional entitlement, if any, to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or and other applicable laws, rules, regulations, etc., if any as may be deemed necessary.
5. the Board shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board to a nominee(s) to be selected by the Board, who would hold them as trustee(s) for the equity shareholders who would have entitled to such fractions. Such nominee(s) will as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting/ deducting the cost and expenses in respect thereof, be distributed among such members who are entitled to such fractions in proportion of their respective holding and allotment of fractions thereof.

6. the Board or such other authority as approved by the Board be and is hereby authorized to take necessary steps for Listing of such Bonus Shares on the Stock Exchanges where the equity shares of the Company are listed, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Guidelines, Rules and Regulations.
7. for the purpose of giving effect to the aforesaid resolutions, the Board/ Committee of the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board/Committee in its discretion thinks fit and proper.”

Registered Office:

Block No. 748, Saket Industrial Estate,
Nr. Kaneria Oil Mill, Jetpura- Basantpura Road, Borisana,
Tal-Kadi Dist:-Mehsana-382728
Date: 13th August, 2022
CIN: L17120GJ2012PLC069319

By Order of the Board,
sd/-

Anil D. Somani
(DIN: 06373210)
Chairperson & Managing Director

NOTES:

1. In view of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide circular no. 20/2020 dated 5th May, 2020 read with circular No. 14/2020 dated 8th April, 2020, circular No. 17/2020 dated 13th April, 2020, circular No. 02/2021-22 dated 13th January, 2021 and circular No. 02/2022 dated 5th May, 2022 (collectively referred to as ‘MCA Circulars’) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 15th January, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), inter alia, permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) without the physical presence of the Members at a common venue. Hence, the Company is providing VC option to the members of the company to attend the meeting through video conferencing. However, the members attending the meeting through VC shall not be entitled to attend proxy. The credentials of attending the meeting through VC are given elsewhere in this Notice.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and Section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from Monday, 5th September, 2022 to Monday, 12th September, 2022 (both days inclusive).
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
5. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form (if any) should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:

Link Intime India Pvt. Ltd. [Unit: Shubham Polyspin Ltd.]
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier’s College Corner,
Off C. G. Road, Ellisbridge, Ahmedabad – 380006.
6. The Notice of 10th AGM along with the Financial Statements are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless a member has requested for a hard copy of the same.
7. The members whose email ids are not registered in their Demat Account with their Depository Participant and who have not provided their email ids to the Company/RTA, are requested to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (compliance.spl@gmail.com) / RTA (rnt.helpdesk@linkintime.co.in).
8. REMOTE E-VOTING AND ALSO E-VOTING DURING THE AGM:

Pursuant to provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer Remote E-voting facility to the members to cast their votes electronically on all resolution set forth in the Notice convening 10th AGM. The Company has engaged the services of

Central Depository Services (India) Limited (CDSL) to provide E-voting facility (both remote and E-voting during the AGM). The complete details of instructions for e-voting are annexed to this notice.

9. The instructions for shareholders voting on the day of the AGM on e-voting system and instructions for attending the AGM through VC / OAVM are also annexed to this Notice separately.
10. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated can attend this annual general meeting through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Attendance of the members will be recorded on the CDSL platform at the time when the member login to attend the AGM through VC/OAVM.
12. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the directors seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts regarding to the business mentioned under Item Nos. 3, 4 and 5 of the accompanying notice convening the Annual General Meeting:

ITEM NO. 3:

The Company has been mainly engaged in business of manufacturing of Multi Filament Yarns. The annual turnover of the Company for the year ended on 31st March, 2022 is Rs. 52.91 Crore. In furtherance of its business activities, the Company has entered into / will enter into transactions/ contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). All related party transactions of the Company are at arm’s length and in the ordinary course of business. Hence, there is no need to obtain approval of the members of the Company under Section 188 of the Companies Act, 2013 and Rules made thereunder. However, in view of provisions of Regulation 23(4) read with 23(8) of the SEBI-LODR and also under section 188 of the Companies Act, 2013 and Rules made thereunder the approval of the members is being sought by way of Ordinary resolution for the material related party transactions with the aforesaid related parties.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the Audit Committee of the Company and compared with the benchmarks available for similar type of transactions Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises of sufficient number of independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm’s length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders’ approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs.1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The particulars of the transactions pursuant to Para 3 of Explanation (1) of Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 and also as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021(“SEBI Circular”) are as under:

Sr. No.	Name of Related Party	Nature, Duration of the contract	Nature of Relationship	Nature, material terms and particulars of contract or arrangement	Amount	Other terms
1.	Shubham Tax-O-Pack Private Limited	No Specific duration (ongoing basis)	Enterprise significantly influenced by Key Management Personnel (Relatives of Directors are Director & Member)	Sales and/or Purchase of goods from time to time	Yearly limit not to exceed Rs. 25 Crores during the financial year.	In the Ordinary course of business on arm’s length basis
2.	Flexishine Polyblend LLP	No Specific duration (ongoing basis)	Enterprise significantly influenced by Key Management Personnel (Relatives of Directors are Director & Member)	Sales and/or Purchase of goods from time to time	Yearly limit not to exceed Rs. 12.50 Crores during the financial year.	In the Ordinary course of business on arm’s length basis
3.	Shubham Texplast Private Limited	No Specific duration (ongoing basis)	Enterprise significantly influenced by Key Management Personnel (Director is Director & Member)	Sales and/or Purchase of goods from time to time	Yearly limit not to exceed Rs. 12.50 Crores during the financial year.	In the Ordinary course of business on arm’s length basis

The material related party transactions for which the approval of the shareholders is being sought fall into the category of sale and purchase of goods and material in which Company deal in the ordinary course of business. The terms and particulars of the related party transactions are at part with the terms entered into with unrelated parties. In the Financial year 2021-22, the Company entered into Sale of Rs. 5.05 Crores and Purchase of Rs. 3.86 Crores with Shubham Tex O Pack Private Limited which in aggregate amounted to 16.84% of the turnover for the year 21-22. In the same manner, the Company entered into Sale of Rs. 0.63 Crores and Purchase of Rs. 0.11 Crores with Shubham Texplast Private Limited which in aggregate amounted to 1.40% of the turnover for the year 21-22. Similarly, the Company entered into Sale of Rs. 1.32 Crores and Purchase of Rs. 0.07 Crores with Shubham Texplast Private Limited which in aggregate amounted to 2.63% of the turnover for the year 21-22. In view of business exigencies, the quantum of sale and purchase may increase or decrease vis a vis the turnover of the Company for the respective financial year. The approval of the members has been sought for the period of 5 financial years from 2022-23 to 2026-27 with maximum quantum for each of the aforesaid related parties.

It would be in the interest of the Company to enter into such related party transactions as the related party transaction will bring incremental revenue to the Company.

The approval of the members sought by this resolution would be in addition to the approval of the members sought in the past with respect to other related party transactions.

The above related party transaction was approved by the Audit Committee and the Board of Directors in their respective meetings held on 13th August, 2022.

Mr. Anil D. Somani and Mr. Ankit Anil Somani, Managing Directors and Mr. Akshay A. Somani, Director of the Company are interested in this resolution as this resolution pertains to approval of the contract entered into or to be entered into (expressed or implied) for sale/purchase of any goods or materials with Related Parties in which they/their relatives are Directors and Members.

Except these none of the Directors or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

Therefore, Board of Directors recommends this resolution to be passed as an Ordinary Resolution.

ITEM NO. 4:

The existing Authorised Capital of the Company is Rs. 12,01,00,000/- (Rupees Twelve Crores One Lakh Only) comprising of 1,20,10,000 Equity Shares of face value of Rs. 10/- each. In view of proposed bonus issue it would be necessary to increase the said Authorised capital to Rs. 13,01,00,000 (Rupees Thirteen Crores One Lakh only) comprising of 1,30,10,000 Equity shares of face value of Rs. 10/- each.

Section 61 of the Companies Act, 2013, provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 6 of the Articles of Association empowers that the Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.

In view of this, the Company proposes to increase the existing authorised equity capital from Rs. 12,01,00,000/- (Rupees Twelve Crores One Lakh Only) comprising of 1,20,10,000 Equity Shares of face value of Rs. 10/- each to Rs. 13,01,00,000 (Rupees Thirteen Crores One Lakh only) comprising of 1,30,10,000 Equity shares of face value of Rs. 10/- each.

The proposed increase in Authorised Capital will consequently require alteration in Capital clause V of Memorandum of Association. The copy of the existing MOA and amended MOA are available for inspection at the Registered office of the Company on all working days during normal business hours of the Company.

The Ordinary resolution is therefore proposed at item no. 4 of the notice to increase the Authorised Share Capital of the Company and the notice for making necessary alterations in Capital clause V of Memorandum of Association.

The Directors recommend these Resolutions at Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution except to the extent of their shareholding.

ITEM NO. 5:

With a view to increase the market capitalization of the Company and also improve the liquidity and considering the financial parameters and the position of reserves & surplus of the Company, the Board of Directors of the Company at its meeting held on 13th August, 2022, has considered and approved the Bonus shares in the ratio of 1 equity shares against 10 equity shares held by the members as on the record date by capitalizing an amount not exceeding Rs. 1,10,20,000/- from the credit balance of Profit and Loss Account.

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The present Authorized Share Capital of the Company is Rs. 12,01,00,000/- out of which share capital of Rs. 11,02,00,000/- is paid-up capital. There is balance of Rs. 2,61,35,000/- to the credit of profit and loss account as on 31st March, 2022 which is available for capitalization. To capitalize a portion of the amount available to the credit of profit and loss account, your Board in its meeting held on 13th August, 2022 recommended issue of Bonus Shares in proportion of 1 (one) equity share for every 10 (ten) existing equity shares held by the members on Record Date to be fixed later on in this behalf by the Board of Directors of the Company for capitalizing a sum of Rs. 1,10,20,000/- from the Credit balance of Profit and Loss Account (to the extent of Rs. 1,10,20,000/-) as per the books of accounts of the Company and the same is proposed to be applied in issuing 11,02,000 fully paid up bonus equity of Rs. 10/- at par.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, the Securities & Exchange Board of India (SEBI) Rules and Regulations and subject to such approvals, if required, from the statutory authorities. As per Articles of Association of the Company, it is necessary to obtain the approval of the shareholders for issue of bonus shares by capitalization of reserves.

Further, it is necessary to authorize the Board of Directors/Committee of the Board of the Company to complete all the regulatory formalities prescribed by the SEBI, the Stock Exchanges on which the Company's securities are listed and any other regulatory authority in connection with issue and allotment of Bonus Equity Shares. The Board recommends the Special Resolution as set out at Item No. 5 in the accompanied Notice for approval of members of the Company.

No Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their respective shareholding in the Company.

Details of Director/s Seeking Appointment/Re-appointment at the AGM

Particulars	Mr. Ankit A. Somani(DIN: 05211800)
Date of Birth	01/08/1989
Date of the first Appointment on the Board	12/03/2012 (Since Incorporation)
Qualification	MBA
Expertise in Specific functional areas	Production, Planning, Sales and Marketing
Directorships held in other Companies	Nil
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	<ul style="list-style-type: none">- The term of appointment of Managing Director shall be three years w.e.f 4th August, 2021- A Salary of Rs. 1,50,000/- per month plus perquisites with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.
Number of Board Meetings attended during the year	4
Memberships/ Chairmanships of committees of Board of Directors of Company	1 (One)
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil
Number of shares held in the Company	36,54,000 Equity Shares
Disclosure of relationship between directors inter-se	Mr. Anil D. Somani is father of Ankit A. Somani and Akshay A. Somani is brother of Ankit A. Somani

INSTRUCTIONS FOR REMOTE E-VOTING:

The instructions for members for voting electronically are as under:

- (i) The Remote E-voting period begins on 9th September, 2022 (Friday) at 9.00 a.m. (IST) and ends on 11th September, 2022 (Sunday) at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th September, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 11th September, 2022.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website: www.evotingindia.com.
- 2) Click on “Shareholders” Module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with Company
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than Individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Client ID /Folio number in the PAN field. · In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. · If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN (for **SHUBHAM POLYSPIN LIMITED**) on which you choose to vote.

- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions Details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.spl@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS, WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (xvi) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 5th September, 2022 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xviii) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xix) The Company has appointed Mr. Manoj Hurkat, a Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xx) The scrutinizer shall, immediately after conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of meeting a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if any, to the Chairperson or person authorized by him in writing who shall countersign the same and Chairperson shall declare the results, which shall not be later than 5:00 p.m., 14th September, 2022.

- (xxi) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website: compliance.spl@gmail.com and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the National Stock Exchange where the equity shares of the Company are listed.

INSTRUCTIONS FOR E-VOTING DURING AGM:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- (iii) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- (iv) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. compliance.spl@gmail.com.
- (vi) Shareholders who would like to express their views/have questions may send their questions in advance 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at company email id i.e. compliance.spl@gmail.com. The same will be replied by the company suitably.

Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during AGM.

Registered Office:

Block No. 748, Saket Industrial Estate,
Nr. Kaneria Oil Mill, Jetpura- Basantpura Road, Borisana,
Tal-Kadi Dist:-Mehsana-382728

Date: 13th August, 2022

CIN: L17120GJ2012PLC069319

By Order of the Board,

sd/-

Anil D. Somani

(DIN: 06373210)

Chairperson & Managing Director