

SHUBHAM POLYSPIN LIMITED
(Formerly known as Shubham Polyspin Private Limited
(CIN: U17120GJ2012PLC069319)

NOTICE

NOTICE is hereby given that the **6th ANNUAL GENERAL MEETING** of the Shareholders of **SHUBHAM POLYSPIN LIMITED** will be held as under:

Date : 4th August, 2018
Day : Saturday
Time : 10.00 A.M.
Place : At the Registered Office of the Company at:
Block No. 748, Saket Industrial Estate,
Nr. Kaneria Oil Mill, Jetpura- Basantpura Road,
Village: Borisana, Tal-Kadi Dist:-Mehsana-382728

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt audited financial statements of the Company for the financial year 2017-18 and to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** audited financial statements of the Company for the financial year 2017-18 comprising of Balance Sheet as on 31st March, 2018 and the Profit and Loss Statement for the Financial year ended on 31st March, 2018 together with all annexure and attachment thereto including the 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.”

2. To appoint a 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 re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **ORDINARY RESOLUTION**:

APPOINTMENT OF MR. AKSHAY ANILBHAI SOMANI (DIN: 05244214) AS DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the 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), Mr. Akshay Anilbhai Somani (DIN: 05244214), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised and directed to file necessary forms with the Ministry of Corporate Affairs/ Office of the Registrar of Companies, Gujarat, Ahmedabad and to do all such acts, deeds and things which are necessary for effective implementation of this resolution.”

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

APPOINTMENT OF MR. KUSH P. KALARIA (DIN: 08086553) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof) and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Kush P. Kalaria (DIN: 08086553), in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years i.e. upto the date of AGM in the year 2023.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the appointment so as to include any modification or re enhancement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto and as may be agreed between the Board of Directors and Mr. Kush P. Kalaria.

RESOLVED FURTHER THAT any one of the Director 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(s) the following Resolution as an ORDINARY RESOLUTION:

APPOINTMENT OF MRS. RADHIKA ANAND CHANDAK (DIN: 07904592) AS A WOMAN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof) and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mrs. Radhika Anand Chandak (DIN: 07904592), in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of the Director and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Woman Independent Director of the Company to hold office for a term of 5 (Five) years i.e. upto the date of AGM in the year 2023.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the appointment so as to include any modification or re enhancement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto and as may be agreed between the Board of Directors and Mrs. Radhika A. Chandak.

RESOLVED FURTHER THAT any one of the Director 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.”

6. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:

APPOINTMENT OF DR. URVA PRAGNESH PATEL AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof) and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Dr. Urva Pragnesh Patel, in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years i.e. upto the date of AGM in the year 2023.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the appointment so as to include any modification or re enhancement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto and as may be agreed between the Board of Directors and Dr. Urva Pragnesh Patel.

RESOLVED FURTHER THAT any one of the Director 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.”

7. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

APPOINTMENT OF MR. ANIL DEVKISHAN SOMANI (DIN: 06373210) AS DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the 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), Mr. Anil Devkishan Somani (DIN: 06373210), be and is hereby appointed as a Director of the Company, not liable to retire by rotation w.e.f. 4th August, 2018.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised and directed to file necessary forms with the Ministry of Corporate Affairs/ Office of the Registrar of Companies, Gujarat, Ahmedabad and to do all such acts, deeds and things which are necessary for effective implementation of this resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

APPOINTMENT OF MR. ANIL DEVKISHAN SOMANI (DIN: 06373210) AS MANAGING DIRECTOR OF THE COMPANY FOR 3 YEARS W.E.F. 4TH AUGUST, 2018

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification and re-enactment thereof, for the time being in force) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Anil Devkishan Somani (DIN: 06373210) as the Managing Director of the Company for a period of 3 years w.e.f 4th August, 2018 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Anil D. Somani in the best interests

of the Company and as may be permissible at law, viz.:

TERMS AND CONDITIONS

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Anil D. Somani, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The Managing Director shall not be liable to retire by rotation subject to provisions of the Act
- III. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- IV. The Managing Director shall be paid remuneration and perquisites as under:
 - (A) **Salary:** A Salary of Rs. 50,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.
 - (B) **Bonus:** Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.
 - (C) **Perquisites:** The Managing Director may be entitled to perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.

RESOLVED FURTHER THAT the extent and scope of salary, bonus and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a ORDINARY RESOLUTION:

APPOINTMENT OF MR. ANKIT ANIL SOMANI (DIN: 05211800) AS MANAGING DIRECTOR OF THE COMPANY FOR 3 YEARS W.E.F. 4TH AUGUST, 2018

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification and re-enactment thereof, for the time being in force) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Ankit Anil Somani (DIN: 05211800) as the Managing Director of the Company for a period of 3 years w.e.f 4th August, 2018 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Ankit A. Somani in the best interests of the Company and as may be permissible at law, viz.:

TERMS AND CONDITIONS

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Ankit A. Somani, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The Managing Director shall be liable to retire by rotation subject to provisions of the Act
- III. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- IV. The Managing Director shall be paid remuneration and perquisites as under:
 - (A) **Salary:** A Salary of Rs. 1,50,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
 - (B) **Bonus:** Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.
 - (C) **Perquisites:** The Managing Director may be entitled to perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company’s car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

10. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:

INCREASE IN AUTHORISED CAPITAL OF THE COMPANY BY RS. 2 CRORES:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be increased from Rs. 4,01,00,000 to Rs. 6,01,00,000.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted by the following Clause:

V. The Authorised share capital of the Company is Rs. 6,01,00,000/- (Rupees Six Crores One Lacs Only) divided into 60,10,000 (Sixty Lacs Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorised to take all the steps as may be necessary for this purpose.”

11. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

AUTHORITY TO THE BOARD OF DIRECTORS U/S 62(1)(C) FOR ALLOTMENT UPTO 15,00,000 EQUITY SHARES OF RS. 10/- EACH AT PREMIUM TO THE PUBLIC VIA INITIAL PUBLIC OFFER:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made there under (including any statutory modifications thereof) and any other applicable laws including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and other applicable SEBI regulations and guidelines and approval of other appropriate statutory or regulatory authorities and such other approvals, no objection, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be stipulated or imposed by any of them while granting such approvals, no objection, permissions and sanctions which may be agreed to by the Board of Directors of the Company or any duly constituted Committee of the Board (herein after referred to as the “Board”), the approvals of Members be and is hereby accorded to create, offer for sale, fresh issue and allot equity shares of an aggregate number up to and not exceeding 15,00,000 Equity Shares at a price as may be decided by the Board of Directors, ranking pari-passu with the existing equity shares of the Company, to such person or persons, who may or may not be the members of the Company and as the Board may at its sole discretion decide, including one or more of the members, promoters (that is to say persons in present management and control of the Company) and their associates, Directors, their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance company(ies), provident funds, pension funds, national investment funds, foreign institutional investors, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, Non Resident Indians, employees and/or workers of the Company or it’s subsidiaries in or out of India, or the Promoters, Members of Group Companies, Indian public, bodies corporate, any other Company/Companies, private or public or other body corporate(s) or entities whether incorporated or not, authorities and such other persons in one or more combinations thereof and/or any other categories of investors, whether they are holders of equity shares of the

Company or not and/or through issue of offer documents (“Initial Public Offer”) / Allotment regulations of SEBI, through the Fixed Issue or Book Building Process, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the IPO to anchor investors as may be permissible in accordance with the SEBI ICDR Regulations and applicable laws and to take all actions in connection with such reservations, allocation as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments, supplements, notices or corrigenda thereto, seek any consent or approval required or necessary, give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate or desirable and settle any question, difficulty or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Board, including any Committee or Sub – Committee, be and is hereby authorized to make any alteration, addition or vary any of the above said clauses, in consultation with the Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure and on the exact component of fresh issue of shares in the Issue.

RESOLVED FURTHER THAT: -

- a) All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilized out of the Issue referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
- c) Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.

RESOLVED FURTHER THAT such of these equity shares to be issued/offered as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above.

RESOLVED FURTHER THAT the Board and/or any Committee of the Board be and is hereby authorized to appoint the Lead Manager to the above Issue.

RESOLVED FURTHER THAT the Board and/or any Committee of the Board be and is hereby authorized to appoint the Registrar to the Issue.

RESOLVED FURTHER THAT:

- a) The Company will furnish to the stock exchange on a half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Prospectus/Red Herring Prospectus/Prospectus.
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 and shall be published in the newspapers simultaneously, if required, with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47.
- c) The information mentioned in sub-clause (b) shall, after review by the Audit Committee, be furnished to the stock exchange as and when received and shall simultaneously be published in the newspapers, if required.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), lead manager, registrar(s), Market Maker(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Board be and is hereby severally authorized to take all the necessary steps, including preparation of the offer document for the issue, filing of the offer document with SEBI, ROC, Stock Exchanges, appointment of various intermediaries, determination of the terms of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of Securities to be issued in each tranche, issue opening and closing dates, issue price, premium / discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (including such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders) including through Application Supported by Blocked Amount ("ASBA") and payment of balance amount on allotment of Securities, listing on one or more stock exchanges in India as the Board deems fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to IPO and the transfer, allotment and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the Members.

RESOLVED FURTHER THAT the Board and/or any Committee of the Board, be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any Committee of the Board thereof or by any one or more Directors of the Company with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf."

Registered Office

Block No. 748, Saket Industrial Estate,
Nr. Kaneria Oil Mill, Jetpura- Basantpura Road,
Borisana, Tal-Kadi Dist:-Mehsana-382728
CIN: U17120GJ2012PTC069319

Date: 25th July, 2018

By Order of the Board,



Ankit Anil Somani
(DIN: 05211800) Chairperson

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.**
2. 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.
3. Members are requested to notify to the Company any change in their address.
4. 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.
- 5. Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:**

ITEM NO. 3:

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Akshay Anilbhai Somani (DIN: 05244214) as the Director of the Company.

Mr. Akshay A. Somani (DIN: 05244214), aged 25 years is MBA. He has an experience of more than 5 years in the family business with respect to all aspects connected with business. He has got special focus and hands on expertise with respect to accounts and finance matters. He is also commercially sound person.

Mr. Akshay A. Somani was appointed as an Additional Director of the Company w.e.f. 10th July, 2018 to broad base the structure of Board of Directors of the Company. The Company has received from Mr. Akshay A. Somani, the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;

- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and

The Directors recommend this resolution to be passed as an Ordinary Resolution.

All documents connected with this matter are open for inspection by the members of the Company during normal business hours on all working days at the registered office of the Company till the date of AGM.

Mr. Akshay A. Somani is interested in this resolution since it relates to his appointment as Director of the Company. Mr. Ankit A. Somani and Mrs. Pooja A. Somani, Directors of the Company are also interested in this Resolution being relatives of Mr. Akshay A. Somani.

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

ITEM NO. 4:

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Kush P. Kalaria (DIN: 08086553) for the office of the Independent Director.

Mr. Kush P. Kalaria, aged 29 years is MBA. He has an experience of 6 years in the field of finance and international marketing. He is also commercially sound person.

He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Kush P. Kalaria fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent of the management. Pursuant to the provisions of section 149 of the Companies Act, 2013, and the SEBI (LODR) Regulations, 2015 every listed public Company or Company wants to list its shares on any Stock Exchange is required to have at least one-third of the total number of directors as independent directors, if the Chairman is Non-Executive Director and one- half of the Board should be independent if the Chairman is Executive Director or if the Chairman is belonging to Promoter or Promoter group. At the same time, Company proposed to be listed on SME exchange, as per the applicable provisions of the Companies Act, 2013 read with the Rules, only two Independent Directors are required.

Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable requirements of the SEBI (LODR) Regulations, the appointment of Mr. Kush P. Kalaria as an Independent Directors is being placed before the Members for their approval by an Ordinary Resolution.

The Company has received from Mr. Kush P. Kalaria the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Mr. Kush P. Kalaria as a Director will be of immense value.

Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

The documents connected with this special business including terms and conditions of appointment of Mr. Kush P. Kalaria will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Mr. Kush P. Kalaria is interested in this resolution since it relates to his appointment as an Independent Director of the Company.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution except to the extent of their respective shareholding in the Company.

ITEM NO. 5:

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mrs. Radhika Anand Chandak (DIN: 07904592) for the office of the Woman Independent Director.

Mrs. Radhika A. Chandak, Aged 26 years is a Graduate. She has an experience of more than 4 years in the field of general administration, digital applications, MIS, marketing etc. She is also commercially sound person.

She has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Radhika A. Chandak the conditions specified in the Act and the Rules framed thereunder for appointment as a Woman Independent Director and she is independent of the management. Pursuant to the provisions of section 149 of the Companies Act, 2013, and the SEBI (LODR) Regulations, 2015 every listed public Company or Company wants to list its shares on any Stock Exchange is required to have at least one-third of the total number of directors as independent directors, if the Chairman is Non- Executive Director and one- half of the Board should be independent if the Chairman is Executive Director or if the Chairman is belonging to Promoter or Promoter group. At the same time, Company proposed to be listed on SME exchange, as per the applicable provisions of the Companies Act, 2013 read with the Rules, only two Independent Directors are required.

Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act and requirements of the SEBI (LODR) Regulations, the appointment of Mrs. Radhika A. Chandak as a Woman Independent Directors is being placed before the Members for their approval by an Ordinary Resolution.

The Company has received from Mrs. Radhika A. Chandak the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act; and

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Mrs. Radhika A. Chandak as a Director will be of immense value.

Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

The documents connected with this special business including terms and conditions of appointment of Mrs. Radhika A. Chandak will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Mrs. Radhika A. Chandak is interested in this resolution since it relates to her appointment as a Woman Independent Director of the Company.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution except to the extent of their respective shareholding in the Company.

ITEM NO. 6:

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Dr. Urva Pragnesh Patel for the office of the Independent Director.

Dr. Urva Pragnesh Patel, aged 25 years is MBBS. He has an experience of 1 year in the field of medical science. He is also commercially sound person.

He has informed that the process for obtaining his Director Identification Number (DIN) has been started and same will be completed on or before the date of his appointment. He will inform the Company about his DIN once it is allotted. He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Dr. Urva P. Patel fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent of the management. Pursuant to the provisions of section 149 of the Companies Act, 2013, and the SEBI (LODR) Regulations, 2015 every listed public Company or Company wants to list its shares on any Stock Exchange is required to have at least one-third of the total number of directors as independent directors, if the Chairman is Non-Executive Director and one-half of the Board should be independent if the Chairman is Executive Director or if the Chairman is belonging to Promoter or Promoter group. At the same time, Company proposed to be listed on SME exchange, as per the applicable provisions of the Companies Act, 2013 read with the Rules, only two Independent Directors are required.

Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act and requirements of the SEBI (LODR) Regulations, the appointment of Dr. Urva P. Patel as an Independent Directors is being placed before the Members for their approval by an Ordinary Resolution subject to allotment of DIN.

The Company has received from Dr. Urva P. Patel the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Dr. Urva P. Patel as a Director will be of immense value.

Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

The documents connected with this special business including terms and conditions of appointment of Dr. Urva P. Patel will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Dr. Urva P. Patel is interested in this resolution since it relates to his appointment as an Independent Director of the Company.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution except to the extent of their respective shareholding in the Company.

ITEM NO. 7 & 8:

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Anil Devkishan Somani (DIN: 06373210) as the Director of the Company.

Mr. Anil D. Somani, aged 56 years is B.com. He has a rich experience of more than 35 years in the family business with respect to all the aspects and facets of various functions. He has deep insight and understanding of all such functions. He is also commercially sound person.

The Company has received from Mr. Anil D. Somani, the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and

The Board of Directors recommend this resolution.

As per the provisions of Sections 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company by an Ordinary Resolution is necessary for holding office as Managing Director of the Company on remuneration.

He will mainly look after the secretarial, legal and human resources functions in the Company.

The draft of the terms and conditions are already set out in the draft resolution incorporated in the Notice of the Annual General meeting.

All documents connected with this matter are open for inspection by the members of the Company during normal business hours on all working days at the registered office of the Company till the date of AGM.

Mr. Anil D. Somani is interested in this resolution since it relates to his appointment as Director of the Company. Mr. Ankit A. Somani, Mr. Akshay A. Somani and Mrs. Pooja A. Somani, Directors of the Company are also interested in this Resolution being relatives of Mr. Anil D. Somani.

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

Additional information required to be given as per sub Para (B) of Para 1 of Section II of part II of Schedule V of the Companies Act, 2013 is separately given in the annexure attached herewith.

ITEM NO. 9:

Mr. Ankit Anil Somani (DIN: 05211800) is a Director of the Company since incorporation of the Company. Looking at the contribution made by him and responsibilities entrusted on him, it has been decided by the Board of Directors of the Company to appoint him as Managing Director.

Mr. Ankit Anil Somani, aged 29 years is MBA. He has experience of more than 8 years in the family business with respect to production, planning and sales. He is also commercially sound person.

The Company has received from Mr. Ankit Anil Somani, the following documents:

- (i) Consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and

The Board recommends this resolution.

As per the provisions of Sections 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company by an Ordinary Resolution is necessary for holding office as Managing Director of the Company on remuneration.

He will mainly look after the production, planning, sales and marketing functions in the Company.

The draft of the terms and conditions are already set out in the draft resolution incorporated in the Notice of the Annual General meeting.

All documents connected with this matter are open for inspection by the members of the Company during normal business hours on all working days at the registered office of the Company till the date of AGM.

Mr. Ankit A. Somani is interested in this resolution since it relates to his appointment as Director of the Company. Mr. Anil D. Somani, Mr. Akshay A. Somani and Mrs. Pooja A. Somani, Directors of the Company are also interested in this Resolution being relatives of Mr. Ankit A. Somani.

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

Additional information required to be given as per sub Para (B) of Para 1 of Section II of part II of Schedule V of the Companies Act, 2013 is separately given in the annexure attached herewith.

ITEM NO. 10:

The present Authorised Share Capital of the Company is Rs. 4,01,00,000/- (Rs. Four Crore One Lac Only) divided into 40,10,000 (Fourty Lac Ten Thousand Only) Equity Shares of Rs. 10/- (Rs. Ten) each. With a view to broad base the capital base, it is proposed to increase the Authorised Share Capital of the Company from Rs. 4,01,00,000/- to Rs. 6,01,00,000/- (Rupees Sixe Crore One Lac Only) divided into 60,10,000 (Sixty Lac Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only).

Consequent to the increase in Authorised Share Capital, it is necessary to alter Clause V of the Memorandum of Association of the Company.

As per Section 61 of the Companies Act, 2013, it is necessary to have approval of the members by way of an Ordinary Resolution to increase the Authorised Share Capital of the Company.

The documents connected with this special business including the Memorandum of Association are open for inspection at the Registered Office of the Company on all working day during normal working hours of the Company.

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.

The Directors recommend this resolution to be passed as an Ordinary Resolution.

ITEM NO. 11:

As you are aware that the Company is engaged in manufacturing high quality pp multifilament yarn, air-intermingled yarn, twister yarn.

The Board of Directors of the Company has decided to raise funds for Modernization of Plant & Machinery, Building and Electrification, Working Capital Requirement, General Corporate Purpose, Public Issue Expenses, Product Marketing etc.

The Board of Directors proposes to issue and offer up to and not exceeding 15,00,000 equity shares of face value of Rs. 10/- each at a price as may be decided by the Board of Directors of Company by way of initial public offer to meet the requirement of funds and get the equity shares listed on stock exchange. As per the provisions of Section 62(1)(c) of the Companies Act, 2013, issue of shares to public requires prior approval of members in the General Meeting.

Your Company seeks consent by a special resolution pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 for further issue of equity shares as described above. Members are aware that the Company has planned to increase its business as a part of development and expansion. For that the Company needs more funds and so the promoters need to expand its capital base.

The Board of Directors, therefore propose that the further Share Capital of the Company shall be increased and such share capital shall be increased up to 15,00,000 equity shares (Fifteen Lakh Only) at a price as may be determined by the board of directors of the Company to such person or persons, who may or may not be the members of the Company and as the Board may at its sole discretion decide, including one or more of the members, promoters (that is to say persons in present management and control of the Company) and their associates, Directors, their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance company(ies), provident funds, pension funds, national investment funds, foreign institutional investors, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, Non Resident Indians, employees and/or workers of the Company or its subsidiaries, in or out of India, or the Promoters, members of group companies, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, authorities and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI, through the Fixed Issue or Book Building Process, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

The documents connected with this special business including the Memorandum of Association are open for inspection at the Registered Office of the Company on all working day during normal working hours of the Company.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

The Board recommends this resolution.

Registered Office

Block No. 748, Saket Industrial Estate,
Nr. Kaneria Oil Mill, Jetpura- Basantpura Road,
Borisana, Tal-Kadi Dist:-Mehsana-382728
CIN: U17120GJ2012PTC069319

Date: 25th July, 2018

By Order of the Board,



Ankit Anil Somani
(DIN: 05211800) Chairperson

Additional information required to be given along with a Notice calling Annual General Meeting as per sub Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I.	General Information:					
(1)	Nature of Industry:	Manufacturing high quality pp multifilament yarn, air-intermingled yarn, twister yarn.				
(2)	Date or expected date of commencement of Commercial production:	The Company is already in operation.				
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable				
(4)	Financial performance based on given indicators	(In Rs.)				
	Turnover	2013-14	2014-15	2015-16	2016-17	2017-18
	Net profit/ (loss) as per Statement of Profit & Loss	59285675	135455820	154044697	175138675	268764820
	Amount of Dividend paid	606375	1589827	2468570	2049169	12772676
	Rate of Dividend declared	-	-	-	-	-
	Earnings before taxes	-	-	-	-	-
	% of EBT to turnover	423240	2936632	3604035	3274089	17679433
		0.71	2.17	2.34	1.87	6.58
(5)	Foreign investments or collaborations, if any.	NIL				
II.	Information about the appointee 1:					
(1)	Background details	Name: Mr. Anil D. Somani Designation: Chairperson Cum Managing Director Father's name: Mr. Devkishan Somani Nationality: Indian Date of Birth: 06/06/1962 Qualifications: B.com Experience: 56 Years				
(2)	Past remuneration	He will be appointed as Director and Managing Director w.e.f. 4 th August, 2018. Hence, there is no past remuneration paid to him by the Company.				
(3)	Recognition or awards	NIL				
(4)	Job profile and his suitability	The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.				
(5)	Remuneration proposed	A gross remuneration of Rs. 6,00,000/- per annum. Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013				
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.				
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Ankit A. Somani, Mr. Akshay A. Somani and Mrs. Pooja A. Somani, Directors of the Company are relatives of Mr. Anil D. Somani.				

II. Information about the appointee 2:		
(1)	Background details	Name: Mr. Ankit A. Somani Designation: Managing Director Father's name: Mr. Anil D. Somani Nationality: Indian Date of Birth: 01/08/1989 Qualifications: MBA Experience: 29 Years
(2)	Past remuneration	He will be appointed as Managing Director w.e.f. 4 th August, 2018. During 2017-18 he was paid remuneration of Rs. 16,25,000/- as Director of the Company.
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
(5)	Remuneration proposed	A gross remuneration of Rs. 18,00,000/- per annum. Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Anil D. Somani, Mr. Akshay A. Somani and Mrs. Pooja A. Somani, Directors of the Company are relatives of Mr. Ankit A. Somani
III Other information:		
(1)	Reasons of loss or inadequate profits	At this juncture there is no loss. In last financial year also there was no loss or inadequate profit.
(2)	Steps taken or proposed to be taken for improvement.	However, Board will end over to increase the profit by increase in revenue and cost cutting measure.
(3)	Expected increase in productivity and profits in measurable terms	The Company would end over to increase productivity and profit by 5% p.a.

Details of Director/s Seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Mr. Anil D. Somani	Mr. Ankit A. Somani	Mr. Akshay A. Somani
Date of Birth	06/06/1962	01/08/1989	17/04/1993
Date of the first Appointment on the Board	NA	Since Incorporation	10/07/2018
Qualification	B.com	MBA	MBA
Expertise in Specific functional areas	Secretarial, legal and human resources	Production, planning, sales and marketing	Accounts and finance
Directorships held in other Companies	Sparebiz Enterprises Private Limited	NA	Shubham Texplast Private Limited Sparebiz Enterprises Private Limited
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	Subject to approval of members in the 6 th AGM will be appointed as Director and Managing Director at a Salary of Rs. 50,000/- pm with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013. Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013	Subject to approval of members in the 6 th AGM will be appointed as Managing Director at a Salary of Rs. 1,50,000/- pm with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013. Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013	Subject to approval of members in the 6 th AGM will be appointed as Director of the Company.
Number of Board Meetings attended during the year	NA	Five	NA
Memberships/ Chairmanships of committees of Board of Directors of Company	NA	NA	NA
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	NA	NA	NA
Number of shares held in the Company	1200000	1827000	780000
Disclosure of relationship between directors inter-se	Mr. Anil D. Somani is father of Mr. Ankit A. Somani and Mr. Akshay A. Somani. Mrs. Pooja A. Somani. Mr. Ankit A. Somani is husband of		

Particulars	Mr. Kush P. Kalaria	Mrs. Radhika A. Chandak	Dr. Urvya P. Patel
Date of Birth	20/01/1989	23/01/1992	24/04/1993
Date of the first Appointment on the Board	NA	NA	NA
Qualification	MBA	B.sc	MBBS
Expertise in Specific functional areas	Finance and international marketing	General administration, digital applications, MIS, marketing	Medical Science
Directorships held in other Companies	NA	Moohrat Breweries Private Limited	NA
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	Subject to approval of members in the 6 th AGM will be appointed as Independent Director of the Company for a term of 5 years i.e. upto the date of AGM in the year 2023.	Subject to approval of members in the 6 th AGM will be appointed as Woman Independent Director of the Company for a term of 5 years i.e. upto the date of AGM in the year 2023.	Subject to approval of members in the 6 th AGM will be appointed as Independent Director of the Company for a term of 5 years i.e. upto the date of AGM in the year 2023.
Number of Board Meetings attended during the year	NA	NA	NA
Memberships/ Chairmanships of committees of Board of Directors of Company	NA	NA	NA
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	NA	NA	NA
Number of shares held in the Company	Nil	Nil	Nil
Disclosure of relationship between directors inter-se	None of the proposed Director related inter-se.		