

NOTICE

NOTICE is hereby given that the **7th ANNUAL GENERAL MEETING** of the Shareholders of **SHUBHAM POLYSPIN LIMITED** will be held as under:

Date	: 29 th September, 2019
Day	: Sunday
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, 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 2018-19 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 2018-19 comprising of Balance Sheet as on 31st March, 2019 and the Profit and Loss Statement for the Financial year ended on 31st March, 2019 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. Akshay A. Somani (DIN: 05244214), 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. Akshay A. Somani (DIN: 05244214), be and is hereby reappointed 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, the following resolution as a SPECIAL RESOLUTION:
“**RESOLVED THAT** pursuant to Section 185 [as substituted by Section 61 of the Companies (Amendment) Act, 2017] and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder and all other applicable provisions, if any for the time being in force and subject to all requisite approvals, sanction and permission as may be necessary in this regard, consent of the Company, be and is hereby accorded to the Board of Directors of the Company, to advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested within the scope of Explanation to Section 185(2) of the Companies Act, 2013 and as further disclosed in the Explanatory statement attached to the Notice in respect of this item of business, up to overall maximum outstanding amount of Rs. 25 Crores only (Rupees Twenty Five Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do and perform from time to time, all such acts, deeds, matters and things as may be necessary, expedient and desirable in respect of the above resolution and to finalise the other terms and conditions thereto and to take all such steps as may be necessary or expedite to give effect to this resolution.”

Registered Office:

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

Date: 30th May, 2019

CIN: L17120GJ2012PLC069319

By Order of the Board,
sd/-

Anil D. Somani
(DIN: 06373210)

Chairperson & Managing Director

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. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

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3. Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and section 91 of the Companies Act, 2013, Register of Members and Share Transfer Book of the Company will remain closed from Sunday, the 22nd September, 2019 to Sunday, the 29th September, 2019 (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 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. As a matter of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Therefore, Members are requested to bring their copies at the Annual General Meeting.
7. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
8. The Notice of the 7th AGM along with the attendance slip and proxy form 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. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
9. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 is not required to provide remote e-voting facility to its members.
10. 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.
11. Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 is as under:

ITEM NO. 3:

Section 185 of the Companies Act, 2013 has been substituted by virtue of Section 61 of the Companies (Amendment) Act, 2017. This has been brought into effect from 7th May, 2018.

The substituted Section 185 of the Act, provides that a Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that—

- (a) a special resolution is passed by the Company in general meeting:

Provided that the explanatory statement to the notice for the relevant general meeting shall disclose the full particulars of the loans given, or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security and any other relevant fact; and

- (b) the loans are utilized by the borrowing company for its principal business activities.

The explanation to Section 185(2) provides that the person in whom director is interest shall include the following:

- (a) any private Company of which any such director is a Director or Member;
- (b) any body corporate at a general meeting of which not less than twenty-five per cent of the total voting power may be exercised or controlled by any such director or by two or more such directors, together; or
- (c) any body corporate, the Board of Directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

SHUBHAM POLYSPIN LIMITED

Your Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by following persons/entity in whom any of the Director/s of the Company is/are interested as follows:

Sr. No.	Name of person/ Entity	Full Particulars of Loan/ Guarantee given or security provided	Purpose of utilization by the recipient	Name of the Directors interested	Relation
1.	Shubham Texplast Private Limited	Loan payable on demand or term not exceeding 10 years with interest not less than current yield of government security of nearest tenure. Guarantee/security to secure loan availed from Bank/Institution/Lender in the ordinary course of business Other terms of Loan/Guarantee/ Security as may be mutually agreed upon with the said entity/person. Overall outstanding amount of Loan/ Guarantee/Security not to exceed Rs. 25 Crores.	General Corporate purpose including working capital requirements and capital expenditure	Mr. Akshay A. Somani	Director and Member of the Company
2.	Sparebiz Enterprises Private Limited	Loan payable on demand or term not exceeding 10 years with interest not less than current yield of government security of nearest tenure. Guarantee/security to secure loan availed from Bank/Institution/Lender in the ordinary course of business Other terms of Loan/Guarantee/ Security as may be mutually agreed upon with the said entity/person. Overall outstanding amount of Loan/ Guarantee/Security not to exceed Rs. 25 Crores.	General Corporate purpose including working capital requirements and capital expenditure	Mr. Anil D. Somani and Mr. Akshay A. Somani	Director and Members of the Company

The Company shall obtain an undertaking from the borrowing entity that the loan shall be used for the principle business activities. The Company shall also ensure that it shall comply with all other conditions and requirements of all applicable provisions in this regard.

Therefore, it is found prudent for the members to pass a special resolution as required by Clause (a) of substituted Section 185 (2) of the Companies Act, 2013.

The Directors therefore recommend this resolution to be passed as a Special Resolution.

Mr. Anil D. Somani, Mr. Ankit A. Somani and Mr. Akshay A. Somani are interested in this resolution.

None of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of the disclosure already made in this explanatory statement and their respective shareholding in the Company.

Registered Office:

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

Date: 30th May, 2019

CIN: L17120GJ2012PLC069319

By Order of the Board,
sd/-

Anil D. Somani
(DIN: 06373210)

Chairperson & Managing Director

ANNUAL REPORT 2018-2019**Details of Director/s Seeking Appointment/Re-appointment at the Annual General Meeting**

Particulars	Mr. Akshay A. Somani (DIN: 05244214)
Date of Birth	17/04/1993
Date of the first Appointment on the Board	10/07/2018
Qualification	MBA
Expertise in Specific functional areas	Accounts and finance
Directorships held in other Companies	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	He will be appointed as Director liable to retire by rotation.
Number of Board Meetings attended during the year	7
Memberships/ Chairmanships of committees of Board of Directors of Company	-
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	-
Number of shares held in the Company	780000
Disclosure of relationship between directors inter-se	Mr. Anil D. Somani is father of Mr. Ankit A. Somani and Mr. Akshay A. Somani.