

# **NOTICE**

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of SHILP GRAVURES LIMITED will be held on Wednesday, 29th day of September, 2021, at 4:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.
- To declare a Final Dividend on Equity Shares for the Financial Year 2020-21, if any.
- To appoint a Director in place of Mr. Nipam Shah (DIN: 00093697) who retires by rotation and, being eligible, offers himself for reappointment.

#### **SPECIAL BUSINESS:**

#### Re-appointment of Mr. Ambar Patel (DIN: 00050042) as Managing Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT, pursuant to provisions of Sections 196, 197, 198, and 203 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, ("hereinafter referred to as the Act") read with of Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and such other consents, permissions, approvals, if any required, from any appropriate authority, the consent of members of the Company be and is hereby accorded to re-appoint, Mr. Ambar Patel (DIN: 00050042), as Managing Director of the Company, not liable to retire by rotation during his tenure as Managing Director for a period of three (3) years with effect from July 01, 2021, at a remuneration including perquisites, on the terms and conditions set out in explanatory statement annexed to this notice convening this meeting, with an authority to Board of Directors to alter/very the terms and conditions of the said re-appointment, including remuneration, as deemed fit, provided that the same is within the limit approved herein, notwithstanding that such remuneration is in excess of the limits specified under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof."

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and is further authorised to delegate all or any of its powers herein conferred to any of Director(s) or executives to give effect to the aforesaid resolution."

### To approve transaction with Related Party u/s 188 of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded for entering into Related Party Transaction with Director, Mrs. Monica Kanuga, up to the Maximum limit as appended below:

Sr.	Name of Related Party	Relationship	Nature of Transaction	Duration	Amount
1.	Mrs. Monica Kanuga	Non- Executive Director	Rendering of Professional	1st April, 2021 to	₹ 7.00 Lacs
			Services	31st March, 2022	(not exceeding)

**RESOLVED FURTHER THAT** the Board of Directors and/or any Committee thereof be and is hereby authorised to do all acts, deeds, things, as may be deemed necessary in its absolute discretion to give effect to this resolution."

> By Order of the Board For Shilp Gravures Limited

> > Sd/-

**Bharat Patel** 

**Company Secretary** 

Place: Rakanpur Date: 14th August, 2021 **Registered Office:** 

778/6, Pranukh Industrial Estate, Sola Santej Road, Village-Raknapur, Ta- Kalol, Dist. Gandhinagar - 382722 Gujarat, India.

CIN: L27100GJ1993PLC020552



#### **NOTES:**

- In view of the continuing COVID-19 pandemic, pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- 2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer at monica@monicacs.in.
- 3. 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.
- 4. The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 to 5 of the accompanying Notice is annexed hereto.
- 5. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
- 6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime (India) Private in case the shares are held by them in physical form. Please refer details below to for the process to be followed for updating/register bank account and email details.

Type of holder	Process to be followed				
Physical	Registering email address	Updating bank account details			
Physical	Send a written request to the RTA of the Company, Link Intime (India) Private Limited, 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, Navrangpura, Ahmedabad - 380009, Phone: +91-79-26465179, Email: ahmedabad@linkintime.co.in providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self- attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) for registering email address.	Send a written request to the RTA of the Company, providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) and self-attested copy of the cancelled cheque leaf bearing the name of the first holder for updating bank account details.  The following additional details/ documents need to be provided in case of updating bank account details:  Name and branch of the bank in which you wish to receive the dividend, the bank account type  Bank account number allotted by their banks after implementation of core banking solutions  9-digit MICR Code Number			
5 .		• 11-digit IFSC			
Demat		mail address and bank account details in your demat			
	account, as per the process advised by your DP.				

- 8. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 28<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
- Members may also note that the Notice of the 28<sup>th</sup> AGM and the Annual Report 2020-21 will also be available on the Company's website, <a href="https://www.shilpgravures.com/investorsrelations/financial/annualreports">https://www.shilpgravures.com/investorsrelations/financial/annualreports</a> and websites of the stock exchange, i.e. BSE at <a href="https://www.bseindia.com">https://www.bseindia.com</a>, and on the website of CDSL <a href="https://www.evotingindia.com">https://www.bseindia.com</a>.



- 10. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 23<sup>rd</sup> day of September, 2021 to Wednesday 29<sup>th</sup> day of September, 2021, both days inclusive, for the purpose of Dividend, if declared, at the Annual General Meeting of the Company.
- 11. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) ("DP"). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
- 12. Members may note that the Board, at its meeting held on May 18, 2021, has recommended a final dividend of ₹ 1.80 per share. The record date for the purpose of final dividend for the financial year 2020-21 is September 22, 2021. The final dividend, if approved, by the members in the ensuing AGM, will be paid on or after October 5, 2021 electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
- 13. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate for fiscal 2022 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be uploaded on the link <a href="https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html">https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html</a> on or before September 20, 2021 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post September 20, 2021 shall not be considered. Shareholders may write to <a href="mailto:purvipatel@shilpgravures.com">purvipatel@shilpgravures.com</a> for any clarifications on this subject.



- 14. Members are requested to address all correspondence, including dividend-related matters, to RTA, Link Intime (India) Private Limited, 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, Navrangpura, Ahmedabad -380009, Phone: +91-79-26465179, Email: ahmedabad@linkintime.co.in
- 15. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at purvipatel@shilpgravures.com, cs@shilpgravures.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below:

Financial	Type of of	% of	Date of Declaration	Proposed month and year of
Year	Dividend	Dividend		Transfer to IEPF
2013-2014	Final	12.00%	03 <sup>rd</sup> September, 2014	October, 2021
2014-2015	Final	12.00%	23 <sup>rd</sup> September, 2015	October, 2022
2015-2016	Final	12.00%	23 <sup>rd</sup> September, 2016	October, 2023
2016-2017	Final	15.00%	23 <sup>rd</sup> September, 2017	October, 2024
2017-2018	Final	15.00%	14 <sup>th</sup> July, 2018	August, 2025
2018-2019	Interim	25.00%	12 <sup>th</sup> November, 2018	December, 2025
2018-2019	Final	15.00%	26 <sup>th</sup> August, 2019	September, 2026
2019-2020	Interim	15.00%	17 <sup>th</sup> March, 2020	April, 2027

The Shareholders who have not encashed the aforesaid dividends are requested to make their claim to the Secretarial Department of the Company, at <a href="mailto:cs@shilpgravures.com">cs@shilpgravures.com</a>, <a href="mailto:purvipatel@shilpgravures.com">purvipatel@shilpgravures.com</a>,

- 16. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. In line with the same, your Company has furnished the information on website of the Company https://www.shilpgravures.com. Members are requested to check the particulars and put up their claim for amount lying unclaimed with the Company or the Registrar and Share Transfer Agent.
- 17. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
- 18. Members holding shares in their single names are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company whilst those Members holding shares in demat mode should file their nomination with their Depository Participant.
- 19. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.
- 20. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 21. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited ("CDSL"). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice.
- 22. The Board has appointed Mrs. Monica Kanuga, Practicing Company Secretary, (Membership No.FCS: 3868; CP No: 2125) as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM.



The result declared along with the Scrutinizer's report shall be communicated to the stock exchange and CDSL, and will also be displayed on the Company's website, <a href="https://www.shilpgravures.com">https://www.shilpgravures.com</a>.

- 23. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- 24. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 22, 2021. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
- 25. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. September 22, 2021, may obtain the login ID and password by sending a request at <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 22, 2021, may follow steps mentioned in the Notice under "Instructions for e-voting".
- 26. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

#### "Instructions for e-Voting System"

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  - Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <a href="https://www.shilpgravures.com">www.shilpgravures.com</a>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at <a href="https://www.bseindia.com">www.bseindia.com</a>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. <a href="https://www.evotingindia.com">www.evotingindia.com</a>.
- The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 7. In continuation of this Ministry's General Circular No. 20/2020, dated 05<sup>th</sup> May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct



their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

# THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Saturday, September 25, 2021 (9:00 a.m. IST) and ends on Tuesday, September 28, 2021 (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 September 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.
- (iv) 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 aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="www.cdslindia.com">www.cdslindia.com</a> 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 successfu 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.
	<ol> <li>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com.     Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp     </li> </ol>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 above mentioned 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	Members facing any technical issue in login can contact CDSL helpdesk	
Demat mode with CDSL	by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at	
	022- 23058738 and 22-23058542-43.	
Individual Shareholders holding securities in	Members facing any technical issue in login can contact NSDL helpdesk by	
Demat mode with NSDL	sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and	
	1800 22 44 30	

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
  - 1) The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>.
  - 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the 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 <a href="https://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier e-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)
	<ul> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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.
	<ul> <li>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 (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Shilp Gravures Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Facility for Non Individual Shareholders and Custodians –Remote Voting
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and register themselves in the "Corporates" module.
  - 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 on.
  - The list of accounts linked in the login should be mailed to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:cs@shilpgravures.com/purvipatel@shilpgravures.com">cs@shilpgravures.com</a>/ <a href="purvipatel@shilpgravures.com">purvipatel@shilpgravures.com</a>, if they have voted from
    individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



#### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. 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.
- 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at <a href="mailto:cs@shilpgravures.com">cs@shilpgravures.com</a> / <a href="mailto:purvipatel@shilpgravures.com">purvipatel@shilpgravures.com</a>. These queries will be replied to by the company suitably by email.
- 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9. Only those shareholders, who are 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 during the AGM.
- 10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 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 update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to <a href="https://helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call on 022-23058542/43.



#### **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (Act), sets out all the material facts relating to the business proposed to be transacted under Item Nos. 4 to 5 of the accompanying Notice dated 14<sup>th</sup> August, 2021.

#### Item No. 4 – Re-appointment of Mr. Ambar Patel as Managing Director

At the 25<sup>th</sup> Annual General Meeting ("AGM") held on 14<sup>th</sup> July, 2018, the members of the Company had approved the re-appointment of Mr. Ambar Patel, as Managing Director of the Company for a period of three years w.e.f. 1<sup>st</sup> July, 2018 to 30<sup>th</sup> June, 2021, upon the terms of re-appointment and remuneration payable to him. The present term of Mr. Ambar Patel as Managing Director of the Company expires on 30<sup>th</sup> June, 2021.

In accordance with provisions of Sections 196, 197, 198 and 203 read together with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 18<sup>th</sup> May, 2021, subject to the approval of the Shareholders of the Company, re-appointed Mr. Ambar Patel as Managing Director of the Company for a period of 3 (three) years with effect from 01<sup>st</sup> July, 2021.

Mr. Ambar Patel, 68, is B.E. (Mech.), Diploma in Electrical Engineering. He took charge as Managing Director of the Company in the year 1993 and has taken very pro-active efforts in the operations and management of the company since then. He has now more than 38 years of experience in Printing and Gravure Industry. He ventured into the manufacturing business of electronically engraved cylinder. Mr. Ambar Patel is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Considering Managing Director's rich experience, subject matter expertise and immense contribution, the re-appointment and remuneration of Mr. Ambar Patel as Managing Director of the Company was also approved by the Nomination and Remuneration Committee at its Meeting held on 17th May, 2021.

The draft of the Agreement to be entered into by the Company with Mr. Ambar Patel, shall be available electronically for inspection by the shareholders of the Company.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Ambar Patel as Managing Director are as under:-

1.	Period	From 1st July, 2021 to 30th June, 2024		
2.	Duties and Power	The Managing Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.		
3.	Remuneration	Mr. Ambar Patel shall be entitled to following remuneration, benefits and perquisites as may be fixed by Board of Directors from time to time, subject to the ceiling limits mentioned herein. However, the aggregate remuneration, including perquisites, allowance or any other payment, shall not exceeds ₹ 95,63,200 during the tenure of appointment.		
	Basic Salary	₹ 4.75 Lacs (Rupees Four Lacs Seventy Five Thousand Only) per month.		
	Perquisites & Allowances	In addition to the salary and bonus payable, Mr. Ambar Patel shall also be entitled to perquisites and allowances such as House Rent Allowance or furnished accommodation in lieu thereof, Education Allowance, Uniform Allowance, Management Allowance, Leave Travel Allowance, Medical Insurance, Contribution to Provident Fund as per rules of the Company.		
		He shall also be entitled to Annual Incentive / Annual Pay after taking into account financial position of the Company, qualification, experience and past performance.		
		The terms and conditions of the said reappointment may be altered, amended, varied and modified from time to time by the Board of Directors or Committee thereof as it may be permissible and if deemed fit in terms of the Companies Act, 2013 or any amendments or modifications or re-enactments made thereto in consultation with Mr. Ambar Patel.		
4.	Compensation	If before the expiry of the Agreement, the tenure of his office as Managing Director is determined, he shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.		

#### **Other Terms and Conditions:**

- 1. The appointee shall not be liable to retire by rotation.
- 2. No sitting fees shall be paid to the appointee for attending the meetings of the Board of Directors or Committees thereof.
- The agreement may be terminated by either party, giving the other party three months' notice in writing of such termination of the Company paying three months' salary in lieu of the notice.



## Information required under Part II, Section II, of Schedule V of the Companies Act, 2013:

I	General Information			
	Nature of industry	Industrial Machinery		
Date or expected date of commencement of commercial The Company is in operation since production			since the year 1995	
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
	Financial performance based on given indications - As per	Particulars		Rupees in
	the Audited Financial Statement for the year ended on			(Lacs)
	31.03.2021	Revenue from Operations (Net of taxes)		6279.68
		Other Income		638.57
		Total Revenue		6918.25
		Cost of Material Consumed		1744.10
		Employees benefit expenses		2036.00
		Manufacturing & Other Expen	se	1322.59
		Depreciation		478.62
		Finance Cost		85.13
		Total Expenditure		5666.44
		Profit after Depreciation & Fin	ance Cost	1251.81
		Current Tax		218.72
		Short provisions for tax relation	n to prior years	10.39
		Deferred Tax		(24.82)
		Net Profit after Tax		1047.52
		Other Comprehensive income		6.72
		Total Comprehensive income		1054.24
	Foreign investment or collaboration	Not applicable		
П	Information about the appointee:			
	Past remuneration	He took charge as Managing 1993 and has taken very pro- management of the compan 38 years of experience in Print into the manufacturing busin Mr. Ambar Patel is also active Bodies, Education, Charitable has been promoter director operations since inception. I industry experience make him	in (Mech.) Diploma in Electric Engineer laging Director of the Company in the yary pro-active efforts in the operations a sumpany since then. He has now more the Printing and Gravure Industry. He venture business of electronically engraved cylinactively associated with various Profession intable and other Trusts. Mr. Ambar Prector providing services at the helm of tion. His educational background and take him and ideal candidate for the position tely preceding three financial years:    Remuneration (*In Lacs)	
	Job profile and suitability	Mr. Ambar Patel renders se Company.		
	Remuneration proposed	As detailed in the explanatory statement of Item No. 4 of this notice. The proposed remuneration is commensurate with the responsibilities of the Appointee.		



	LIIVIITED	
and responsibilities of Mr. Ambar Patel as Managing Director has grown manifold. There is a continuous need for formulation of competitive strategies and periodical review thereof for successful implementation and sustained overall development of the Company, which has necessitated his increased focus and higher involvement in Company's matters.  In the times ahead, it is imperative that the Company's growth strategy continues under the continued guidance and leadership of Mr. Ambar Patel with rich experiential background.  The Company remains reinforced to strive through the challenging times and on the growth chart. In view of the above, the proposed remuneration package is commensurate to prevailing levels in the industry and thereby is fit and justified for payment.  Mr. Ambar Patel is a proven performer of varied attributes and is a perfect combination of technocrat and a leader.  Besides the remuneration proposed, Managing Director does not		
The Company has strengthened its Balance Sheet by improving working capital management. With the overall improved business scenario and healthy order book position, the Company would grow in the coming years.		proved business
Particulars	Financial Year ended 31/03/2021 (₹ In Lacs)	Financial Year ended 31/03/2020 (₹ In Lacs)
Sales (Net of taxes)	6279.68	6587.00
Other Income	638.57	141.34
Profit for the year	1047.52	113.45
Other Comprehensive Income	6.72	(3.88)
h	and responsibilities of Mr. Ambain grown manifold. There is a concompetitive strategies and period implementation and sustained own which has necessitated his increal in Company's matters.  In the times ahead, it is imperestrategy continues under the conformal Mr. Ambar Patel with rich experier The Company remains reinforced times and on the growth chart. In remuneration package is comme industry and thereby is fit and just Mr. Ambar Patel is a proven performer perfect combination of technocrate Besides the remuneration proposif have any pecuniary relationship with the Company has strengthened working capital management. We scenario and healthy order book printhe coming years.  Particulars  Sales (Net of taxes)  Other Income  Profit for the year	and responsibilities of Mr. Ambar Patel as Managin grown manifold. There is a continuous need for competitive strategies and periodical review thereof implementation and sustained overall development of which has necessitated his increased focus and high in Company's matters.  In the times ahead, it is imperative that the Constrategy continues under the continued guidance ar Mr. Ambar Patel with rich experiential background. The Company remains reinforced to strive through times and on the growth chart. In view of the above remuneration package is commensurate to prevailindustry and thereby is fit and justified for payment. Mr. Ambar Patel is a proven performer of varied attached perfect combination of technocrat and a leader.  Besides the remuneration proposed, Managing Differ have any pecuniary relationship with the Company.  The Company is making profit.  The Company has strengthened its Balance Shee working capital management. With the overall imposed and healthy order book position, the Company in the coming years.  Particulars  Financial Year ended 31/03/2021 (₹ In Lacs)  Sales (Net of taxes)  Other Income  638.57  Profit for the year

The Board of Directors recommends member's approval for the resolution set forth in Item no. 4 for re-appointment of and remuneration payable to Mr. Ambar Patel, as Managing Director, in terms of the provisions of the act.

Except Mr. Ambar Patel none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this resolution set out at Item no. 4, as appended above.

The disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, is provided at Annexure of this Notice.

### Item No.5

Section 188(1) of the Act read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014, inter alia, provides that any contract or arrangement with a related party (as defined under the Act) in respect of certain kinds of transactions require prior approval of the shareholders of the company, by way of ordinary resolution. Such transactions include, inter alia, following:

- Sale, purchase of supply of any goods or materials. (a)
- Selling or otherwise disposing of, or buying property of any kind. (b)
- Leasing of property of any kind. (c)
- Availing or rendering of any services (d)
- (e) Appointment of any agent for purchase or sale of goods, materials, services or property.



- (f) Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and
- (g) Underwriting the subscription of any securities or derivatives thereof of the Company.

Whereas, Regulation 23(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, requires all Material Related Party Transactions to be approved by the Shareholders. Now, in our case the appended Related Party Transaction(s) does not fall under the criteria of the aforesaid provisions and the amount of transaction is also not significant. However the Company wishes to obtain the approval of shareholders for the sake of abundant caution and good corporate governance.

In the light of provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Members of the Audit Committee and the Board of Directors of your Company have approved the proposed transactions along with annual limits that your Company may enter into with the said Related Party (as defined under the Companies Act, 2013) for the Financial Year 2021-2022.

All prescribed disclosures as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below for kind perusal of the members.

Sr.	Name of	Relationship	Nature of Transaction	Duration	Amount
	Related Party				
1.	Mrs. Monica Kanuga	Non- Executive Director	Rendering of Professional	1 <sup>st</sup> April, 2021 to	₹7.00 Lacs
			Services	31st March, 2022	(not exceeding)

- Name of the related party and nature of relationship: As provided in the details above.
- Nature, duration of the contract and particulars of the contract or arrangement:

Mrs. Monica Kanuga is a Practicing Company Secretary. She provides professional and advisory services to the Company since over two decades and has also been the Secretarial Auditor under the provisions of the Companies Act, 2013. The Company proposes to continue with her services at such professional fees which do not exceed Rs. 7.00 Lacs per annum.

Members are hereby informed that pursuant to second proviso of Section 188 (1) of the 2013 Act, no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. The Board of Directors of your Company has approved this item in the Board Meeting held on May 18, 2021 and recommends the Resolution as set out in the accompanying Notice for the approval of the Shareholders as Ordinary Resolution.

No director, key managerial personnel or their relatives except Mrs. Monica Kanuga, to whom the resolution relates, is interested in or concerned with the resolution in Item no.5 of the Notice.

The Board recommends the resolution set forth in Item no.5 for the approval of members.

By Order of the Board For Shilp Gravures Limited

Sd/-

**Bharat Patel** 

**Company Secretary** 

Place: Rakanpur Date: 14<sup>th</sup> August, 2021 Registered Office:

778/6, Pranukh Industrial Estate, Sola Santej Road, Village-Raknapur, Ta- Kalol, Dist. Gandhinagar - 382722 Gujarat, India.

CIN: L27100GJ1993PLC020552



### **ANNEXURE TO NOTICE**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI  $(Listing\ Obligations\ and\ Disclosure\ Requirements)\ Regulations, 2015\ and\ other\ applicable\ provisions\ are\ as\ under:$ 

Name	Mr. Ambar Patel (DIN:00050042) – Managing Director
Date of Appointment	29 <sup>th</sup> October, 1993
Date of Birth	20 <sup>th</sup> November, 1953
Educational Qualification	B.E. (Mechanical), D.E.E
Nationality	Indian
Expertise in specific Functional Area	Mr. Ambar Patel has over 38 years of experience in Printing and Gravure Industry.
	He ventures into the manufacturing business of electronically engraved cylinder
	under the name and style of "SHILP GRAVURES LIMITED" as a Managing Director of
	the Company since 1994 and since then he is overall incharge of the Company and
	responsible for Sales, Marketing and Administration of the Organisation. He is also
	active member of various organizations such as 'Gujarat Chamber of Commerce and
	industry' and 'Ahmedabad Management Association'. Mr. Ambar Patel has been
	promoter director providing services at the helm of the operations since inception.
Directorships held in other public Companies	CD commodities Broking Limited
(Excluding foreign and private Companies)	Harsha Engineers Limited
Committee Memberships/ Chairmanship	Shilp Gravures Limited:
in other Public Companies including Shilp	Corporate Social Responsibility Committee: Member
	Harsha Engineers Limited:
	Audit Committee: Member
	Stakeholder's Relationship Committee: Member
	Corporate Social Responsibility Committee: Member
Shareholding in Shilp	243910 Equity Shares
Details of Board/Committee Meetings attended	Please refer to Corporate Governance Report
by the directors during the year	
Disclosure of relationships between director	There are no inter-se relationship between the Board Members
inter-se Directors inter-se	

Name	Mr. Nipam Shah (DIN:00 0936 97) Non-Executive Director
Date of Appointment	23rd September, 2015
Date of Birth	16 <sup>th</sup> September, 1961
Educational Qualification	B.Com, Chartered Accountant
Nationality	Indian
Expertise in specific Functional Area	Mr. Nipam Shah is an Entrepreneur, Mentor and Advisors to various ventures in the area of Technology. Mr. Nipam Shah is also founder of a boutique Investment Banking Firm, NRS Advisors Pvt Ltd. During his advisory career of over 30 years, Mr. Shah has advised large number of corporate transactions across the sectors and territorial jurisdictions involving Strategic Sale, Technology Transfers, M&A, Private Equity, Corporate Restructuring. Mr. Shah has co-founded and mentored technology ventures in the areas of Telecom Operations Support systems, Cyber Security, Data Science and Educational Technologies etc. Mr. Shah also renders his services to not for profit organizations, such as a member of the Board of Directors of The Kalupur Commercial Co-Op Bank Ltd, Governing Board of Ahmedabad Management Association and Board of Trustees of Health and Care Foundation.
Directorships held in other public Companies	NIL
(Excluding foreign and private Companies)	Chile Consumeration to d
· · · · · · · · · · · · · · · · · · ·	Shilp Gravures Limited:
other Public Companies including Shilp	Audit Committee : Member
	Nomination and Remuneration Committee: Member
	Corporate Social Responsibility Committee: Chairman
Shareholding in Shilp	NIL C.
Details of Board/ Committee Meetings attended by the directors during the year	Please refer to Corporate Governance Report
Disclosure of relationships between director inter-se Directors inter-se	There are no inter-se relationship between the Board Members