

CIN : L27100GJ1993PLC020552

Since 1993



**SCRIP ID: SHILGRAVQ**  
**SCRIP CODE: 513709**

**August 31, 2016**

To,  
**The Corporate Relationship Department**  
**Bombay Stock Exchange Limited (BSE)**  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Fort  
Mumbai – 400 001

Dear Sir,

**Sub: Notice of 23<sup>rd</sup> Annual General Meeting of the Company**

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 23<sup>rd</sup> Annual General Meeting of the Members of the Company scheduled to be held on Friday, the 23<sup>rd</sup> day of September, 2016 at 4:00 p.m. at the Registered Office of the Company at 778/6, Pramukh Industrial Estate, Sola-Santej Road, Village Rakanpur, Taluka Kalol, District Gandhinagar – 382721, Gujarat.

The said Notice of the AGM is also available on the website of the Company at [www.shilpgravures.com](http://www.shilpgravures.com).

Kindly take the above on record.

Thanking You,  
Yours Faithfully,

**For, Shilp Gravures Ltd.,**

**Ms. Gurnish Chhabda**  
(Company Secretary)



**Place: Rakanpur**

## NOTICE

Of the Annual General Meeting

NOTICE is hereby given that, the **TWENTY THIRD ANNUAL GENERAL MEETING** of the members of **SHILP GRAVURES LIMITED** will be held on **Friday, the 23rd day of September, 2016 at 4:00 p.m.** at the Registered Office of the Company at 778/6, Pramukh Industrial Estate, Village Rakanpur, Taluka Kalol, Dist. Gandhinagar, Gujarat to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Balance Sheet of the Company as at 31<sup>st</sup> March, 2016 and Statement of Profit & Loss for the year ended on that date together with Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final Dividend on Equity Shares for the Financial Year 2015-16, if any.
3. To appoint a Director in place of Mrs. Monica Kanuga, who retires by rotation and being eligible offers herself for re - appointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration and to pass, the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 3, 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad a firm bearing Registration Number 117365W as the auditors of the Company to hold office till the conclusion of Annual General Meeting (AGM) to be held in the Calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration plus service tax, out of pocket and travelling expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### SPECIAL BUSINESS

5. To transact 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 a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent be and is hereby accorded for entering into Related Party Transaction by the Company with effect from 01st April, 2016 upto the Maximum per annum amount for the transaction as appended below:

**DIRECTORS/ KMPs/ RELATIVE OF DIRECTORS AND KMPs/ OTHER FIRMS AND COMPANIES in which Directors have some interest as per the provisions of Section 2(76) of the Companies Act, 2013**

**Related Party** - Mrs. Monica Kanuga

**Nature of transaction** - Availing or rendering of any services as defined u/s 188(1) of the Companies Act, 2013

**Amount of transaction** - Rs. 7.00 Lacs

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors and/ or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalise any documents and writings relating thereto."

By Order of the Board  
For Shilp Gravures Limited

Place: Rakanpur

Date: 30.07.2016

Corporate Identification Number (CIN): L27100GJ1993PLC020552

Sd/-  
Gurnish Chhabda  
Company Secretary

### NOTES

1. The relevant details of Mrs. Monica Kanuga, Director of the Company seeking re-appointment under item no. 3 of this Notice is provided hereunder as Annexure to Notice.
2. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.**
3. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY – EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/ authority, as applicable.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 17<sup>th</sup> September, 2016 to Friday, 23<sup>rd</sup> September, 2016 (both days inclusive) for the purpose of Dividend, if declared, at the Annual General Meeting.
6. If the final Dividend as recommended by the Board of Directors is approved at the AGM, will be payable on or after 23<sup>rd</sup> September, 2016 as under:
  - a) To all beneficial owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 16<sup>th</sup> September, 2016.
  - b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer request lodged with the Company on or before the close of business hours on 16<sup>th</sup> September, 2016.

7. Following is the name and address of the Registrar & Share Transfer Agents:

Link Intime (India) Private Limited [LIIPL]  
 303, 3rd Floor, Shopper's Plaza - V,  
 Opp. Municipal Market, Behind Shopper's Plaza II  
 Off C G Road, Ahmedabad - 380 009  
 Tel: 079 - 26465179

Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearance Services (NECS), Electronic Clearing Services (ECS), mandates, nominations, power of attorney, change of address, change of name, Email address, contact numbers, etc. to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agents, Link Intime (India) Private Limited (LIIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changed to (LIIPL).

8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LIIPL for assistance in this regard.
9. 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.
10. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / SSIPL.
12. The Notice of the AGM along with the Annual Report 2015 – 16 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. **To support "Green Initiative", the members who have not registered their e-mail addresses so far, are requested to register the same with LIIPL/ depositories.**
14. Members are requested to bring their copy of the Annual Report and Attendance Slip to the Annual General Meeting.
15. **Voting Process:-**

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ("remote e-voting") will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**The instructions for shareholders voting electronically are as under:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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 style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians:**
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **E-voting Period:**

- i) The E-voting period commences on 20<sup>th</sup> September, 2016 (09.00 a.m.) and ends on 22<sup>nd</sup> September, 2016 (05.00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date (Cut-off) of 16<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the relevant date of 16<sup>th</sup> September, 2016.
- iii) Mrs. Monica Kanuga, Company Secretary in Practice has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv) The scrutinizer shall unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting, make a scrutinizer’s report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v) The results shall be declared alongwith the scrutinizer’s report on the Company’s website [www.shilpgravures.com](http://www.shilpgravures.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange.

## **EXPLANATORY STATEMENT**

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under item No. 5 of the accompanying notice:

#### **Item No. 5**

##### **Transactions with Related Parties u/s 188 of the Companies Act, 2013**

The provisions of Section 188(1) of the 2013 Act that govern the following Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in case the paid-up share capital of a Company is Rs. 10 Crores or more, to obtain the prior approval of Shareholders by way of Special Resolution:

- (a) Sale, purchase of supply of any goods or materials.
- (b) Selling or otherwise disposing of, or buying property of any kind.
- (c) Leasing of property of any kind.
- (d) Availing or rendering of any services
- (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 2016-2017.

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.

**DIRECTORS/ KMPs/ RELATIVE OF DIRECTORS AND KMPs/ OTHER FIRMS AND COMPANIES in which Directors have some interest as per the provisions of Section 2(76) of the Companies Act, 2013**

Related Party	-	<b>Mrs. Monica Kanuga</b>
Nature of transaction	-	Availing or rendering of any services as defined u/s 188(1) of the Companies Act, 2013
Amount of transaction	-	Rs. 7.00 Lacs
Tenure of transaction	-	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017

- 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, 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 special 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 30<sup>th</sup> April, 2016 and recommends the Resolution as set out in the accompanying Notice for the approval of the Shareholders as a Special Resolution.

Except Mrs. Monica Kanuga, no other Director is concerned or interested in this Resolution.

### ANNEXURE TO NOTICE

Details of Director 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	:	Mrs. Monica Kanuga (DIN: 06919996)
Date of Appointment	:	26 <sup>th</sup> July, 2014
Date of Birth	:	07/09/1968
Educational Qualification	:	B. Com., L.L.B. (Special), FCS
Expertise in specific Functional Area	:	<b>Mrs. Monica Kanuga</b> is a Fellow member of the Institute of Company Secretaries of India (ICSI) by qualification and has an experience spanning over two decades across the sectors in providing consultation in the fields of Company Law, SEBI laws, Capital Market, Corporate Restructuring and Joint Venture formations. She has also been actively involved with drafting of Funding Agreements for venture or angel investors. At present she runs her own proprietorship firm of Practicing Company Secretaries and is associated with number of business houses in the private sector as well as in the public sector as Corporate Consultant rendering exclusive, qualitative professional services to the clients. She is also a regular speaker at various forums like educational institutions, the Institute of Company Secretaries and other professional bodies.
Directorships held in other public Companies (Excluding foreign and private Companies)	:	None
Committee Memberships/ Chairmanship in other public Companies	:	None
Shareholding (no. of shares held as on 31.03.2016)	:	None
Disclosure of relationships between Directors inter-se	:	No inter-se relations