



August 23, 2017

To,
The Corporate Relationship Department
BSE Limited
25th Floor, P. J. Towers,
Dalal Street, Fort
Mumbai – 400 001

Dear Sir/Madam,

SCRIP ID: SHILGRAVQ
SCRIP CODE: 513709

Sub: Notice of 24th Annual General Meeting (AGM) of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 24th Annual General Meeting of the Members of the Company scheduled to be held on Saturday, the 23rd September, 2017 at 4:00 p.m. at the Registered office of the Company at 778/6, Pramukh Industrial Estate, Sola-Santej Road, Village: Rakanpur, Ta: Kalol, Dist.: Gandhinagar – 382 721, Gujarat.

Kindly take above on your record and oblige.

Thanking you,
Yours faithfully,

For, Shilp Gravures Limited



Bharat Patel
Company Secretary

Encl: as above

NOTICE

NOTICE is hereby given that, the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the members of **SHILP GRAVURES LIMITED** will be held on **Saturday, the 23rd day of September, 2017 at 4:00 p.m.** at the Registered Office of the Company at 778/6, Pramukh Industrial Estate, Village Rakanpur, Taluka Kalol, Dist. Gandhinagar – 382 721 , Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Balance Sheet of the Company as at 31st March, 2017 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 2016-17, if any.
3. To appoint a Director in place of Mr. Nipam Shah (DIN: 00093697), who retires by rotation and being eligible offers himself 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 and 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 Statutory 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 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. **To approve transaction with Related Parties 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 by the Company with effect from 01st April, 2017 up to the Maximum per annum amount for the transaction as appended below:

Sr.	Name of Related Party(s)	Relationship	Nature of Transaction	Duration	Amount (In Lacs)
1.	Mrs. Monica Kanuga	Non- Executive Director	Rendering of Professional Services	1 st April, 2017 to 31 st March, 2018	Rs.7.00/- lacs (not exceeding)

RESOLVED FURTHER THAT to give effect to this resolution 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.”

6. **Approval of Borrowings / Financial Assistance under Section 180(1)(c) 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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (‘Act’) and the applicable rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall include its Committee(s) constituted / to be constituted for the purpose) to borrow any sum, or sums of monies and/or to receive/avail of financial assistance or to undertake financial obligation in any form, from time to time, from any one or more of the Financial Institutions, Banks, Funds and/or from any one or more other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, advances, deposits or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company’s assets and properties, whether immovable or movable , notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the paid up share capital of the Company and its free reserves, provided that the total amounts so borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed Rs. 10 crores (Rupees Ten Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves as prevailing from time to time, exclusive of interest and other charges, and the Board be and is hereby authorized to execute / cause to execute such agreements, debenture trust deeds, indentures of mortgage, deeds of hypothecation/charge, lien, promissory notes and other deeds and instruments or writings containing such conditions and covenants and to do / cause to do all acts, deeds, matters and things in this regard as the Board may think fit and proper.”

7. Approval for Creation of Mortgage / Charge for Borrowings / Financial Assistance availed under Section 180(1)(a) 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable rules made there under, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall include its Committee(s) constituted for the purpose) to create mortgages/charges on all or any of the movable and/or immovable properties and assets, both present and future, or on the whole or substantially the whole of the undertaking or undertakings of the Company, exclusively or ranking *pari passu* with or second or subservient or subordinate to the mortgages/charges, if any, already created or to be created in future by the Company, for securing any loans and/or advances and/or issue of debentures / bonds and/or guarantees and/or any financial assistance (including funding and non-funding arrangements) or obligations obtained/undertaken/made or that may be obtained/undertaken/made by the Company and/or any one or more of its subsidiary / group companies, both present and that which may be established or acquired by the Company in future, in India or abroad, on such terms and conditions and at such times and in such form and manner as the Board may deem fit.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to and cause to prepare, finalise, approve and execute on behalf of the Company, all documents, deeds, agreements, declarations, undertakings and writings as may be necessary and/or expedient for giving effect to the foregoing resolution and to vary and /or alter the terms and conditions of the security created / to be created as aforesaid as it may deem fit and generally to do and/or cause to do all acts, deeds matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

8 Adoption of new set of Articles of Association

To adopt the new set of Articles of Association of the Company and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

**By Order of the Board
For Shilp Gravures Limited**

Sd/-
Bharat Patel
Company Secretary

Place: Rakanpur

Date: 22nd July, 2017

Corporate Identification Number (CIN): L27100GJ1993PLC020552

NOTES

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The relevant details of Mr. Nipam Shah, Director of the Company, seeking re-appointment under Item No. 3 of this Notice is provided hereunder as Annexure to Notice.
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 16th September, 2017 to Saturday, 23rd September, 2017 (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, it will be payable on or after 23rd September, 2017 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 15th September, 2017.
 - 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 15th September, 2017.

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

Link Intime (India) Private Limited [LI IPL]

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

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 (LI IPL), to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to (LI IPL).

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 LI IPL 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/LI IPL.
12. The Notice of the AGM along with the Annual Report 2016 – 17 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 LI IPL/ depositories.
14. Members are requested to bring their copy of the Annual Report and Attendance Slip to the Annual General Meeting.
15. The Ministry of Corporate Affairs (MCA) has vide Notification dated 10 May, 2012, issued the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012 mandated the Companies to furnish information regarding unpaid and unclaimed dividend amounts lying with the Companies along with particulars of names, addresses, etc. of investors. In line with the same, your Company has furnished the information on MCA website as well as on its own website 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.

16. **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) The E-voting period commences on 20th September, 2017 (09.00 a.m.) and ends on 22nd September, 2017 (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 15th September, 2017, 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 shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (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 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on **"SUBMIT"** tab.
- (ix) Members holding shares in physical form will then directly reach 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) 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 15th September, 2017.
- (xxii) 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.
- (xxiii) 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.
- (xxiv) The results shall be declared along with the scrutinizer’s report on the Company’s website 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 to 8 of the accompanying notice:

Item No. 5

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

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:

- (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.

Regulation 23(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, requires all Material Related Party Transactions to be approved by the Shareholders. 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 2017-2018.

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

Sr.	Name of Related Party(s)	Relationship	Nature of Transaction	Duration	Amount (In Lacs)
1.	Mrs. Monica Kanuga	Non- Executive Director	Rendering of Professional Services	1 st April, 2017 to 31 st March, 2018	Rs. 7.00/- lacs. (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, 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 at the Board Meeting held on 29th April, 2017 and recommends the Resolution as set out in the accompanying Notice for the approval of the Shareholders as Ordinary Resolution.

None of the directors and Key Managerial Personnel of the Company, or their relatives, except Mrs. Monica Kanuga, is any way, concerned or interested, in the resolution set out at Item No. 5, as appended above.

Item No. 6

Borrowings / Financial Assistance & Creation of Mortgage / Charge for Borrowings / Financial Assistance availed

The members of the Company had at the 13th Annual General Meeting of the Company held on 30th August, 2006, passed an Ordinary Resolution under Section 293(1)(d) of the erstwhile Companies Act, 1956, granting their consent for availing borrowings not exceeding a sum of Rs. 40 crores (Rupees Fourty Crores Only), notwithstanding that the money to be borrowed by the Company may exceed the aggregate of the paid-up share capital and free reserves of the Company, that is to say reserve not set apart for any specific purpose.

Under the provisions of Section 180(1)(c) of the Act, which was made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014.

Further, keeping in view the Company's existing and future financial requirements/projections and to support its business operations and to meet the capital expenditure requirements, the financial assistance to be obtained from the Financial Institution(s) Bank(s)/Lender(s) may exceed the aggregate of the paid-up capital and the free reserves of the Company. The members approval is therefore being sought under Section 180 (1) (c) of the Companies Act, 2013, by way of Special Resolution. The Board recommends the resolution at Item No.6 for your approval.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, any way, concerned or interested in this resolution.

Item No. 7

Creation of mortgage / Charge for Borrowings / Financial Assistance availed

In order to secure the borrowings / financial assistance referred to in the resolution at Item No. 6 of the Notice; the Company may be required to create security by way of mortgage / charge and / or hypothecation of its assets and properties both present and future. Pursuant to Section 180(1)(a) of the Act, consent of the Company, by Special Resolution, is required to be obtained by the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. Accordingly, it is proposed to seek approval of the Members for creating such mortgages and / or charges on the assets and properties of the Company, both present and future. The Board, therefore, recommends the resolution at Item No. 7 for your approval.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, any way, concerned or interested in these resolutions.

Item No. 8

Adoption of new set of Articles of Association

The Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the new Companies Act, 2013 ("the Act").

With the advent of the new Act, several provisions of the existing AoA of the Company require alterations / deletions. In such a situation, it is considered expedient to replace the existing AoA in its entirety by adopting a new set of Articles altogether. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, any way, 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	:	Mr. Nipam Shah (DIN:00093697)
Date of Appointment	:	23 rd September, 2015
Date of Birth	:	16 th September, 1961
Educational Qualification	:	Chartered Accountant
Expertise in specific Functional Area	:	Mr. Nipam Shah, Chartered Accountant, having more than 32 years of extensive experience in advising in the areas of International Taxation, Joint Ventures, Acquisitions, Cross-Border Transactions, Private Equity, In-bound and Out-bound Investment to and from India and Corporate Growth Strategies. He had been advising a large number of corporate and business houses across multiple sectors such as Engineering, Textiles, Chemicals, Pharmaceuticals, Real Estate, Infrastructure, Power Generation, Agro & Food Processing, Retail Banking Financial Services, Insurance and Information Technology.
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 31.03.2017)	:	None
Disclosure of relationships between Directors inter-se	:	No inter-se relations

**SHILP GRAVURES LIMITED**

(CIN: L27100GJ1993PLC020552)

ATTENDANCE SLIP

Registered Office: 778/6, Pramukh Industrial Estate, Village: Rakanpur, Taluka: Kalol, Dist. Gandhinagar – 382 721, Gujarat, India
Email: admin@shilpgravures.com, Website: www.shilpgravures.com
Phone: 02764 – 286323/24, Fax: 02764 – 286335

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL*(Joint shareholders may obtain additional slip at the venue of the meeting)*

DP ID*		Folio No.	
Client ID*		No. of Shares	

Name of the Shareholder(s) / Proxy # : _____

Address of the Shareholder(s) / Proxy # : _____

I hereby record my presence at the 24th Annual General Meeting of the Company held on Saturday, 23rd September, 2017, at 04:00 p.m. at the registered office of the Company.

Signature of Shareholder/ proxy#**Notes:**

1. Shareholders are requested to bring their copies of Annual Report at the AGM.
2. * Applicable for investors holding shares in electronic form.
3. # Please strike off, whichever is not applicable.



SHILP GRAVURES LIMITED

(CIN: L27100GJ1993PLC020552)

PROXY FORM

Registered Office: 778/6, Pramukh Industrial Estate, Village: Rakanpur, Taluka: Kalol, Dist. Gandhinagar – 382 721, Gujarat, India
Email: admin@shilpgravures.com, Website: www.shilpgravures.com
Phone: 02764 – 286323/24, Fax: 02764 – 286335

Name of the Member (s) :	
Registered Address :	
E-mail ID :	
Folio No/ Client ID :	
DP ID :	

I/ We being the member (s) of _____ shares of the above named company, hereby appoint:

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him/ her;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him/ her;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 24th Annual General Meeting of the Company, to be held on Saturday, the 23rd September, 2017 at the Registered Office of the Company and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
	ORDINARY BUSINESS		
1.	Adoption of Audited Financial Statements and Reports thereof for the financial year ended 31st March, 2017.		
2.	Declaration of dividend of the Equity Shares of the Company for the year 2016-17		
3.	Re-appointment of Mr. Nipam Shah (DIN: 00093697) as a Director, who retires by rotation.		
4.	Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Auditors of the Company and to fix their remuneration.		
	SPECIAL BUSINESS		
5.	Transaction with Related Party u/s 188 of the Companies Act, 2013		
6.	Approval of Borrowings/ Financial Assistance under Section 180(1)(c) of the Companies Act, 2013		
7.	Approval for Creation of Mortgage / Charge for Borrowings / Financial Assistance availed under Section 180(1)(a) of the Companies Act, 2013		
8.	Adoption of new set of Articles of Association		

Signed this _____ day of _____, 2017.

Signature of the Shareholder

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Affix
1/-
Rupee
Revenue
Stamp

(Signatuer of Proxy Holder(s))

ROUTE MAP TO THE AGM VENUE

