

## NOTICE

### SPRINGFORM TECHNOLOGY LIMITED

(Formerly known as New Sagar Trading Company Limited)

Regd. Off. :- 203, A- Wing, Suchita Enclave, Maharashtra Nagar,  
Borivali (West), Mumbai-400092.

**CIN No.:- L51900MH1979PLC021914**

Tel. :- 28906901, E-mail :- sales@springindia.com

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**NOTICE** is hereby given that the **Thirty Fifth Annual General Meeting** of **SPRINGFORM TECHNOLOGY LIMITED** will be held on Wednesday, September 30, 2015 at 10:00 a.m. at 203, A- Wing, Suchita Enclave, Maharashtra Nagar, Borivali (West), Mumbai-400092 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Pankaj Kishor Shah**, Managing Director (holding **DIN:00945911**) who retires by rotation and being eligible seeks re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force the re-appointment of M/s. Vandana V. Dodhia & Co., Chartered Accountants, Mumbai (Firm Registration No. 117812W) as a Statutory Auditors of the Company be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company in mutual agreement with the Statutory Auditors.

#### SPECIAL BUSINESS

4. **Appointment of Ms. Bharvi Shah (DIN 07148438) as an Independent Director of the Company**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with

Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force :

1. **Ms. BharviShah (DIN 07148438)**, in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company with effect from 30<sup>th</sup> September 2015 for a term of five years ending on 29<sup>th</sup> September 2020 and shall not be liable to retire by rotation;
2. the Board of Directors and/or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

**5. Appointment of Mr. Prasana Chandramani Prusty (DIN: 07278029) as an Independent Director of the Company**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force:

1. **Mr. Prasana Chandramani Prusty (DIN: 07278029)**, in respect of whom of whom the Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company with effect from 30<sup>th</sup> September 2015 for a term of five years ending on 29<sup>th</sup> September 2020 and shall not be liable to retire by rotation;
2. the Board of Directors and/or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

**6. 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 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to the approval of the Central Government and Registrar of Companies, Mumbai, the name of the Company be changed from Springform Technolotgy Limited to Springform Technology Limited or such other name as approved by Registrar of Companies, Mumbai and accordingly the name Springform Technology Limited or such other name as approved by Registrar of Companies, wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name as approved by Registrar of Companies, Mumbai.”



**“RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to make the necessary application with the office of the Registrar of Companies, Maharashtra, Mumbai for the change of name of the Company, obtaining new Certificate of Incorporation consequent to change of name and generally to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

7. **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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force:

- i. the draft regulations contained in the Articles of Association of the Company be and are hereby approved and adopted in the substitution and to entire exclusion of the regulations contained in the existing Article of Association of the Company;
- ii. the Board of Directors and/or Key managerial Personnel of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

**NOTES:**

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) relating to the Special Businesses to be transacted at the Annual General Meeting (“AGM”) as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than **48 HOURS** before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by member(s) 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.
4. Corporate members are requested to send to the Company or its Registrar and Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.

5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member can inspect the proxies lodged at any time during the business hours of the Company, provided that a prior notice of not less than three days is given in writing to the Company for such inspection.
6. Pursuant to Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2015 to Wednesday, September 30, 2015 both days inclusive for the purpose of the AGM.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during "business hours" on all days except Saturdays, Sundays and Public holidays up to the date of the AGM.
10. The Board of Directors have fixed the "business hours" as 11.00 a.m. to 1.00 p.m. on all working days of the Company for the purpose of inspection of certain statutory registers/ records/ documents of the Company.
11. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
12. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN details to the Company as soon as possible.
13. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with relevant Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Company.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address with the Company. Hence the members are requested to give their email address to the Company at its Registered Office. The Notice of the Annual General Meeting along with the Annual Report 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company, unless any shareholder 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.



15. Requisite details of Directors seeking appointment/re-appointment at the Annual meeting are given in the Explanatory Statement. The Directors have furnished the necessary declarations for their appointment.

**16. Voting Instructions:**

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Thirty Fifth Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited ("CSDL").
- b) Ms. Amita Desai, Practicing Company Secretary (Membership No. 4180) has been appointed as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.
- c) Members who do not have access to remote e-voting facility may send their votes using Ballot form. The Ballot Form shall also be made available to such members upon a request made in writing to the Company at its registered office by mentioning their Folio No. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final. **Ballot forms received after Tuesday, September 29, 2015 (5.00 p.m. IST) will not be considered.**
- d) A facility for voting by Poll or otherwise will also be made available at the AGM to the Members attending the AGM who have not already cast their votes by remote e-voting or Ballot Form prior to the AGM. The members who have cast their vote by remote e-voting or Ballot Form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- e) **Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on cut-off date i.e. Friday, September 25, 2015. A person whose name is recorded in the register of members as on the cut-off date, i.e., Friday, September 25, 2015 only shall be entitled to avail the facility of remote e-voting/ Ballot paper voting/ voting facility provided at the AGM.**
- f) **Any person becoming member of the Company after the dispatch of the Notice of the AGM and holding shares as on the cut-off date, i.e., Friday, September 25, 2015 shall be entitled to vote by remote e-voting/ Ballot paper voting/ voting facility provided at the AGM.**
- g) **The remote e-voting period commences on Saturday, September 26, 2015 (9:00 am IST) and ends on September 29, 2015 (5:00 pm IST). During this period members of the Company holding shares as on Friday, September 25, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.**
- h) **A member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot voting/ Voting facility provided at the AGM. If a member casts votes by more than one mode, then voting done through e-voting shall**

**prevail and voting through Ballot/ voting facility at the AGM shall be not be considered.**

i) The process and manner for remote e-voting are as under:

(i) Launch internet browser by typing the following  
URL:<https://www.evotingindia.com/>

(ii) Click on Shareholder

(iii). Now Enter your User ID  
Enter Folio Number registered with the Company.

(iv). Next enter the Image Verification as displayed and Click on Login.

(v). Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department

Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.

(vi). After entering these details appropriately, click on "SUBMIT" tab

(vii). Members holding shares in physical form will then directly reach the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii). For Members 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 relevant <SpringformTechnolotgy 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). 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### 18) Voting Results

- a) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- b) The Results declared along with the report of the Scrutinizer shall be placed on the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be communicated to the BSE Limited.
- c) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., September 30, 2015.

By Order of the Board  
For **Springform Technolotgy Limited**

  
**Pankaj Shah**  
Managing Director

Place: Mumbai  
Date: September 4, 2015



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

**ITEM NO. 4 & 5**

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The applicable provisions of the Companies Act, 2013 (the Act) read with the Rules made thereunder inter-alia stipulates provisions relating to appointment of Independent Director by a listed company. In terms of these provisions an Independent Director cannot serve for more than two terms of upto five (5) consecutive years on the Board of a Company, if such an Independent Director has held office for less than five years and for not more than one such term in any other case. Further the appointment of Independent Director is required to be approved by the shareholders of the Company.

The Company had appointed Mr. Jayantilal Shah and Mr. Dhiraj Bheda as the Independent Directors of the Company in the Annual General Meeting held on 30<sup>th</sup> September, 2014. However both of them have resigned as an Independent Director with effect from 4<sup>th</sup> September 2015. The Board recommends the Appointment of Ms. Bharvi Shah and Mr. Prasana Chandramani Prusty as the new Independent Directors of the Company for one term of five (5) consecutive years upto September 29, 2020.

The Company has received a notice in writing from a shareholder along with the requisite deposit pursuant to section 160 of the Act, proposing the candidatures of Ms. Bharvi Shah and Mr. Prasana Chandramani Prusty for the office of Independent Directors to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from both the above named Directors (i) consent in writing to act as a directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Accordingly, the Ordinary Resolutions proposed in Item Nos. 4 & 5 seeking the approval of shareholders for the appointment of Ms. Bharvi Shah and Mr. Prasana Chandramani Prusty as Independent Directors of the Company.

In the opinion of the Board both the above Directors fulfill the conditions for appointment as an Independent Director as specified in the Act and they are independent of the management of the Company.

**A brief profile of the Independent Directors to be appointed is given below:**

1. Ms. Bharvi Shah is a Bachelor of Commerce (B.com) and has over 10 years of experience in Media and Films & related activities.



**Details of Ms. Bharvi Shah proposed to be appointed as an Independent Director**

Age:50

Qualifications:Bachelor of Commerce (B.com)

Experience:10 years of experience in Media and Films & related activities.

Terms & Condition of appointment:The Appointment is made for a period of 5 years. The Independent Director shall abide by the Code of Conduct as outlined in schedule IV.

Remuneration sought to be paid if any:Nil

Remuneration last drawn by such person:Nil

Date of first appointment on the Board:N.A

Shareholding in the Company:Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company:N.A

Number of Meetings of the Board attended during the year:Nil

Other directorship/ membership/ Chairmanship of the Committee of other Board, detailed as below:

Sr. No.	Name of the Company	Designation ( Director/ Member, Chairman of the Board or Committee of the Board	Date of Appointment
1.	NIL	NIL	NIL

2. Mr. Prasana Chandramani Prusty is a Bachelor of Arts and has 20 years of experience in Managing Production activities&other related activities.

**Details of Mr. Prasana Chandramani Prusty proposed to be appointed as an Independent Director**

Age:45

Qualifications: Bachelor of Arts (B.A)

Experience:20 years of experience in Managing Production activities & other related activities.

Terms & Condition of appointment: The Appointment is made for a period of 5 years. The Independent Director shall abide by the Code of Conduct as outlined in schedule IV.

Remuneration sought to be paid if any: Nil

Remuneration last drawn by such person: Nil

Date of first appointment on the Board: N.A

Shareholding in the Company: Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company: N.A

Number of Meetings of the Board attended during the year: Nil

Other directorship/ membership/ Chairmanship of the Committee of other Board, detailed as below:

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Designation ( Director/ Member, Chairman of the Board or Committee of the Board</b>	<b>Date of Appointment</b>
1.	NIL	NIL	NIL

None of them are related to the management or other directors. They are not Director or shareholder in any other Company. They are not holding any shares in the Company.

Except the Independent Directors and their relatives (who may be deemed to be interested in the respective resolution to the extent of their shareholding, if any, in the Company), none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions proposed under Item Nos. 4 & 5.

#### **ITEM NO. 6**

The Board noted that at the time of making application for change of name of the Company from New Sagar Trading Company Limited to Springform Technology Limited in 2006, by error the word "Technology" was mentioned as "Technolotgy" in the Change of Name Application filed with the Central Government in Form No. 1B by the Company, and consequently the Registrar of Companies had issued "Fresh Certificate of Incorporation consequent upon Change of Name" on 25th July, 2006 stating the new name of the Company as "Springform Technolotgy Limited".

However, to rectify the error, the Board filed an application with Registrar of Companies for Change in Name of the Company on 27th August, 2015.

Further, pursuant to the provisions of section 13 of the Companies Act, 2013, such change of name of the Company requires approval of members by way of Special Resolution, once the approval is obtained then an application is required to be made to Central Government for the change of name of the Company. Therefore, your Board seeks approval of members for the change of name of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution proposed under Item No. 6

#### **ITEM NO. 7**

The existing 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 that extent AOA are no longer in conformity with the Companies Act, 2013 ("the Act").

With the coming into force of the Act (barring a few provisions which are yet to be notified), several regulations of the extant AOA of the Company require alterations/ modifications or