

**SPRINGFORM TECHNOLOGY LIMITED**  
**(Formerly known as New Sagar Trading Company Limited)**  
Regd. Office.: A- Wing, Suchita Enclave, Maharashtra Nagar,  
Borivali (West), Mumbai- 400092. Tel. :- 022-28906901  
E-mail :- [sales@springindia.com](mailto:sales@springindia.com), Website :- [www.springformtech.com](http://www.springformtech.com)

**CIN No.:- L51900MH1979PLC021914**

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To,

The Members/Shareholders of

Springform Technology Limited

As you are aware that the Government of India has already made it compulsory/mandatory to buy and sell shares in Demat form. From our records it has come to our knowledge that you still continue to hold our Company's shares in physical form. Kindly note that the shares held in physical form can be stolen/damaged/or defaced by any person knowingly or unknowingly. In case you want /intend to sell/transfer/transmit your shares in future it will be very easy and convenient to do that if the said shares are held in Demat form. The procedure for converting shares from physical to Demat form is very simple, convenient and cost effective. Incase at some point if you intend to sell your existing shares you will not be permitted, as you will have to undergo the whole process of converting your shares from physical to Demat form. Hence we request and appeal to you to get your shares converted into Demat form. For your convenience purpose Company has appointed RTA whose name, address and company details are below mentioned. We request you to kindly get your shares converted into DEMAT from the present physical form.

Registrar and Share Transfer Agents:

M/s Purva Sharegistry (India) Pvt. Ltd.  
Unit No. 9, Ground Floor  
Shiv Shakti Ind. Estt.  
J.R. Boricha Marg,  
Lower Parel (E)  
Mumbai-400011  
**Phone No.:** 022-23012518/6761  
**Email:** support@purvashare.com

We once again request you to get your shares transferred from existing physical form to Demat form.

With warm regards.

By order of Board of Directors  
For Springform Technology Limited

Shilpa Agarwal

Company Secretary

M No: F8608

# SPRINGFORM TECHNOLOGY LIMITED

(Formerly known as New Sagar Trading Company Limited)

Regd. Office.: 203, A- Wing, Suchita Enclave, Maharashtra Nagar,

Borivali (West), Mumbai- 400092. Tel. :- 022-28906901

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## NOTICE

**NOTICE** is hereby given that the **Thirty Ninth (39) Annual General Meeting** of **SPRINGFORM TECHNOLOGY LIMITED** will be held on Monday, September 30, 2019 at 05:00 PM at the Registered Office of the Company 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 financial year ended March 31, 2019, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Kishor Mavji Shah (DIN 00945921)**, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and approve the appointment of **M/s. J. Raai, Chartered Accountant as Statutory 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 the provisions of Sections 139(1), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. J. Raai, Chartered Accountant, Mumbai (Firm’s Registration No: 108292W) be and are hereby appointed as the Statutory Auditors of the Company for a period of four (4) years and who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty Third (43<sup>th</sup>) Annual General Meeting of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company and they be also authorized to do all such acts, deeds and things and to sign all such documents, papers and writing as may be necessary to give effect to the aforesaid resolution.”

## **SPECIAL BUSINESS:**

### **4. Appointment of Mr. Pankaj Shah (DIN: 00945911) as Managing 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 Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force to the Act:

1. Approval of the Company be and is hereby accorded to appoint Mr. Pankaj Shah (DIN: 00945911) as Managing Director of the Company, for a period of 5(five) years with effect from April 1, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting;
2. The Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), be and is hereby authorized to:
  - i. alter or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits, amenities, etc. payable, as may be acceptable to Mr. Pankaj Shah, provided however, that the altered or varied remuneration shall not exceed the maximum limits specified under Schedule V to the Companies Act, 2013 or the Rules made thereunder or any statutory modification(s) or reenactment thereof;
  - ii. authorize any Director or the Company Secretary or any other officer of the Company jointly and/ or severally to execute any document(s) and/or to take such decisions or actions as may be necessary to give effect to the foregoing;
  - iii. settle any question, difficulty or doubt, that may arise in giving effect to this resolution;
  - iv. 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;
  - v. delegate all or any of the powers herein conferred to any Committee of Directors or any other officer(s) of the Company.”

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 4**

The Board of Directors at its meeting held on May 29, 2019 had appointed Mr. Pankaj Shah as Managing Director (MD) for a period of 5 (five) years commencing from April 1, 2019 up to March 31, 2024, subject to the approval of the members in the ensuing Annual General Meeting. The Board of Directors approved the said appointment based on the recommendation of the Nomination & Remuneration Committee of the Company.

**Brief profile of Mr. Pankaj Shah is as follow:**

He is a Mechanical Engineer and has working experience of 20 years.

Following are the Companies in which he is holding Directorship and shares. He is also a Committee member of Audit Committee and Nomination and Remuneration Committee of the Company. He is holding 30150 equity shares of the Company.

<b>Sr no.</b>	<b>Name of the Company</b>	<b>Designation</b>
1	Stripco Springs Private Limited	Director
2	Dewsoft Solutions LLP	Designated Partner
3	Dataminds Technologies LLP	Designated Partner
4	Springform Technology Limited	Director
5	Smartcom Infotech LLP	Designated Partner

The terms and conditions as to the appointment including remuneration of Mr. Pankaj Shah are broadly stated as under:

1. **Tenure** - Five (5) years w.e.f. 1<sup>st</sup> April, 2019
2. **Reporting** – To the Board of Directors
3. **Salary** - No Remuneration
4. **Notice period for termination**-The appointment of Mr. Pankaj Kishor Shah as the Managing Director can be terminated either by the Company or by him, by giving Ninety (90) days advance notice in writing.
5. **Reimbursement**- He shall also be entitled to reimbursement of actual expenses including telephone, traveling, hotel bill, conveyance, entertainment, miscellaneous expenses and incidents, incurred by him for the business of the Company.

The Board confirms that Mr. Pankaj Shah satisfies all the conditions as set out in Part 1 of Schedule V as also under sub-section 3 of section 196 of the Act, for being eligible to be appointed as Managing Director of the company.

The Board of Directors are of the opinion that the appointment of Mr. Pankaj Shah as Managing Director is in the best interest of the company and accordingly, recommend the Ordinary Resolution set out in ITEM No.4 of the Notice.

Mr. Pankaj Shah is interested in the resolution set out in ITEM No. 4 of the Notice with regard to his appointment and to the extent of his shareholding in the company. Mr. Kishor Shah, being relative of Mr. Pankaj Shah may be deemed to be interested in the said resolution. Except the above, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

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

**Pankaj Shah**  
**Managing Director**  
**DIN- 00945911**

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2019**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 39<sup>th</sup> ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing 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 appointed as proxy can act as a 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.
3. Member/Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.
4. 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.
5. The statutory records and registers as are required to be kept for inspection under the Companies Act, 2013, shall be available for inspection by the members at the Registered Office of the Company during office hours on all working days except Sundays between 11.00 a.m. and 4.00 p.m. up to the date of the ensuing AGM and at the meeting, during the meeting hours and shall be accessible to the person attending the meeting.
6. 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 self attested PAN details to the Company.
7. 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.
8. 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 register their email addresses and contact details with us by sending an email at [sales@springindia.com](mailto:sales@springindia.com) by quoting their Folio No. in order to facilitate the Company to serve the notices, annual reports and Members communications electronically in a prompt manner. The Notice of the AGM along with the Annual Report 2018-19 is being sent by Registered Post/Courier.
9. Requisite details of Director Mr. Kishor Mavji Shah seeking re-appointment at the ensuing AGM is given hereunder. The Director has furnished the necessary declarations for his re-appointment.
10. Members may note that the Notice of the Meeting and the Annual Report 2018-19 is available on the Company's website at [www.springformtech.com](http://www.springformtech.com)

## 11. 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 Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 39<sup>th</sup> 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 (“CDSL”).
- 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 available on the website of the Company. 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. The members are requested to send the Ballot Forms at the Registered Office of the Company and the same shall be addressed to Ms. Amita Desai. **Ballot forms received after Saturday, September 28, 2019 (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 Annual General Meeting to the Members attending the Annual General Meeting who have not already cast their votes by remote e-voting or Ballot Form prior to the Annual General Meeting. The members who have cast their vote by remote e-voting or Ballot Form prior to the Annual General Meeting 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. Saturday, September 21, 2019**. A person whose name is recorded in the Register of Members as on the cut-off date, i.e **Saturday, September 21, 2019** 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., **Saturday, September 21, 2019** 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 Thursday, September 26, 2019 (9:00 a.m. IST) and ends on Saturday, September 28, 2019 (5:00 p.m. IST)**. During this period members of the Company holding shares as on Saturday, September 21, 2019, 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.

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

- (i) The voting period begins on September 26, 2019 at 09:00 AM and ends on September 28, 2019 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 21, 2019 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> 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"><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>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant SPRINGFORM TECHNOLOGY LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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](http://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](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) for which they wish to vote on.
- The list of accounts linked in the login 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.

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) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

## 18) Voting Results

- a) The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, 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 the Company: [www.springformtech.com](http://www.springformtech.com) and CDSL website: [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, 2019.

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

**Pankaj Shah**  
**Managing Director**  
**DIN- 00945911**

Place: Mumbai  
Date: 14<sup>th</sup> August, 2019

**Additional information on Director recommended for appointment/ re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015**

**A. Mr. Kishor Mavji Shah, Director (DIN 00945921)**

**a) Brief resume and nature of expertise in specific functional areas of Director**

He has 49 years of experience in Industrial Engineering & Business Management. Having an achievement of bringing sick units to profit and steering organizations to growth, his contribution to the industry for novel management concepts is substantial. He has vast experience in the field of Manufacturing, Management, Finance, Trading, Real Estate, H.R., Social Service & Marketing.

The Company has been started by Mr. Kishor M. Shah a Gujarati and a Native of Gujarat, has strong business acumen in the Engineering field. Being the first person in his Home Town to obtain Diploma in Engineering and then Bachelor of Engineering and further to excel his talent has done Management studies. He has been instrumental in crafting the Management Courses at Jamnalal Bajaj Management Institute. He is a Business Leader, Technical/ Engineering philanthropist.

**b) Disclosure of relationship between Directors inter-se**

Mr. Kishor Shah is father of Mr. Pankaj Shah, Managing Director of the Company.

**c) Listed Companies (other than the Company) in which Mr. Kishor Shah holds Directorship and committee membership.**

Nil

**d) His Shareholding in the Company**

Mr. Kishor Shah is holding 4,900 Equity Shares of Rs.10/- each which is equivalent of 9.80% of Equity Share Capital of the Company.

**B. Mr. Pankaj Shah, Director (DIN 00945911)**

**a) Brief resume and nature of expertise in specific functional areas of Director**

Mr. Pankaj Kishor Shah , having 20 years of Engineering, Management and Software experience. He has vast experience in the field of Manufacturing, Management, Finance, Trading, Real Estate, H.R. , Social Service & Marketing . Mr. Pankaj Kishor Shah is having 28 years of Engineering & Management experience. He has vast experience in the field of Manufacturing, Management, Finance, Trading, Real Estate, H.R. , Social Service & Marketing . Being a Diploma in Mechanical Engineering and Degree in Production Engineering, he has achieved Technical Excellence and being Felicited by Presidential Award Udyog Ratna in 1987 for outstanding work in CNC technology.. He has been a Technical Consultant to many Organizations including some Multinational Companies. He has been instrumental in improving the Technology in the Company and trying to bring the same to International levels. He has developed a cost effective ERP system in 1988 to provide solutions for Indian industry. He is an outstanding Contributor in spreading awareness and knowledge of ISO 9001. He is the Director of Dewsoft solutions and Spring Form Technology. He has also made remarkable contributions in social work.