

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of **Sanblue Corporation Limited** will be held on Monday 26th Day of September, 2016 at Registered office situated at 22A Government Society, Near Municipal Market C. G. Road, Ahmedabad-380009 at 10.30 a.m., to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on March 31, 2016, the Balance Sheet as at that date and Cashflow together with the Auditor and Directors' Report thereon.
2. To appoint a Director in place of Mr. Jose Daniel (DIN: 03532474), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and ratify the re-appointment of Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Section 139,142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Kantilal Patel & Co. (FRN: 104744W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in the financial year 2016-17 on such remuneration as may be determined by the Board of Directors of the Company from time to time.”

SPECIAL BUSINESS:

4. Approval of drawing of remuneration by Mr. Jose Daniel (DIN: 03532474), Managing Director & CEO of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with Section II of Part II of Schedule V 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable clause under article of Association of the Company, with the consents of the Shareholders of the Company and Board of Directors be and is hereby accorded to give Remuneration to Mr. Jose Daniel (DIN 03532474), Managing Director & CEO of the Company of Rs 50000/-p.m. (Including Basic Salary, Allowances and Perquisites) with effect from 01.06.2016, upon terms and conditions in such manner be agreed between the Board and Mr. Jose Daniel.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jose Daniel (DIN 03532474), Managing Director of the Company shall be within the overall limit stipulated under Section II of Part II of Schedule V of the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government and as may be on the recommendation by the remuneration committee to the Board for its approval from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution”

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

**Date : 12/08/2016
Place : Ahmedabad**

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 23RD ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of business under item No. 4 is annexed hereto and forms part of this Notice.
3. The Register of Members and Share Transfer Book of the Company will remain closed from 21st September, 2016 to 26th September, 2016 (both days inclusive).
4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
5. Members are requested to notify immediately the change in address, if any, to the Company or to the Registrar and Transfer Agents (R&TA) or by their respective Depository Participants in case the shares are in electronic form.
6. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc. and this Notice is being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the Registrars and Share Transfer Agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to inquiry@sanbluecorporation.com mentioning your Folio/DP ID & Client ID.
7. As per Securities and Exchange Board of India (SEBI) Circular, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's R&TAs.
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to R&TAs for consolidating their holdings in a single folio. The share certificates will be returned to the members after making requisite changes therein.
9. Members / Proxies / Authorised Representatives should bring the enclosed attendance Slip, duly filled in, for attending the Meeting. Copies of the 23rd Annual Report or Attendance Slips will not be distributed at the Meeting.
10. Details of the Directors seeking Appointment/Reappointment at the 23rd Annual General Meeting

Name	Mr. Jose Daniel
DIN	03532474
Age	40
Date of Appointment	29.04.2013
Qualification	Executive Management from IIM
Expertise	He has over 14 years of impermeable experience in B2B e commerce, Information Technology, Textile and Apparel Industry.
Other Directorships	Nil
Chairman/Member of Committee	Member of Remuneration Committee & Investor's Grievances Committee
Shareholding in the Company	Nil
Relationship with director's of the Company's	He is not related to any Director or Key Managerial Personnel of the Company.

11. Voting Options :**Voting Through electronic means :**

The Business transacted as set out in the Notice may be transacted through the e - voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. Please note that the voting through electronic means is optional for shareholders.

The members, whose names appear in the Register of members/list of Beneficial Owners as on Monday, September 19, 2016 i.e. on the book closure date (Cut off Date) are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on Friday, 23.09.2016 at 09.00 A.M and will end on Sunday, 25.09.2016 at 05.00 P.M. The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

The Company has appointed Mr. Sanjay Dayalji Kukadia (CPN. 11308) Practicing Company Secretary, to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under:-**In case of members receiving e-mail:**

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "SANBLUE CORPORATION LTD." 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 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 Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<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 : 160808018 for the relevant <Sanblue Corporation Limited> 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 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
- 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 corporate.
 - 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.

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.

Green Initiative -An Important Communication to Members

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email ID with your respective DP's in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s **Bigshares Services Private Limited** in case of shares held in physical form. Email is a better method to receive the communications quickly, with least cost implications and have longer shelf life. The Company proposes to send all permitted communications electronically to the email id's of Members unless specific request is received for a physical copy from Member. Please act and contribute to preserve the environment for our better future.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**Item No. 4**

The member may note that Mr. Jose Daniel was appointed as Managing Director of the Company on 29th April, 2013. Further, Mr. Jose Daniel was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013. He is also plying significant role in the organization. The Board of Directors at its meeting held on 30th May, 2016 have recommended remuneration of Rs 50000/- p.m. (Including Basic Salary, Allowances and Perquisites) subject to limit stipulated under Section II of Part II of Schedule V of the Companies Act, 2013.

The Board had further authorised Nomination and Remuneration Committee to approve the remuneration from time to time within the limit as approved by the Board. The above proposal requires approval of Shareholders of the Company. Hence, the proposal is before the shareholders for approval through Special Resolution.

Except Mr. Jose Daniel, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution

Pursuant to the Schedule V of the Companies Act, 2013 the following information is provided to the members:

I. General Information**a. Nature of Industry:**

Sanble Corporation Limited main business as a trading of Fabrics, dress materials, man-made fibers, cotton fibers, textiles, related products and also provide services as a Consultants for Capital issue, investment consultants and management advisors corporate bodies, individual and others in commercial and industrial management.

b. Date of commencement of commercial production:

The Company was incorporated on 26th August, 1993 and commenced its operations in India immediately thereafter. The Company is not manufacturing any goods or products.

c. Financial Performance based on giving indicators:

Particulars	Audited figures for the financial year ended 31st March, 2016 (Rs in Lacs)	Audited figures for the financial year ended 31st March, 2015 (Rs in Lacs)	Audited figures for the financial year ended 31st March, 2014 (Rs in Lacs)	Audited figures for the financial year ended 31st March, 2013 (Rs in Lacs)
Total Revenue	617.72	13.70	7.29	10.13
Profit/(Loss) Before Tax	281.27	0.93	(1.89)	(8.76)
Profit/(Loss) for the year	226.76	0.89	(1.88)	(8.87)

d. Foreign Investments or Collaboration if any: Nil**II. Information about Mr. Jose Daniel:****a. Background :**

Mr. Jose Daniel (born 1976), is a Master's in Electronic from South Gujarat University and also possess an executive management degree (EPBM) from Indian Institute of Management (IIM) Kolkata. He has over 14 years of impermeable experience in B2B e commerce, Information Technology, Textile and Apparel Industry. The Company was appointed as Managing Director w.e.f. 29.04.2013 and later designated as CEO of the Company.

b. Past Remuneration : Nil**c. Recognition or awards:**

Mr. Jose Daniel awarded as one of the 100 future IT Leaders of India.

d. Job Profile & his Suitability :

Mr. Jose Daniel is the CEO & Managing Director of the Company and is entrusted with substantial powers of management subject to the superintendence, control and direction of the Board of Directors of the Company. He has nearly 14 years of experience, including at various senior management positions in the Company and overseas, as covered herein above under (i) Background details. The rich experience of him is well suited for the position of the CEO & Managing Director.

e. Remuneration proposed :

The Company proposes to pay remuneration to Mr. Jose Daniel during the year in accordance with the applicable provisions of the Schedule V of the Companies Act, 2013.

f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The terms and remuneration of Mr. Jose Daniel as CEO & Managing Director have been considered by the Nomination and Remuneration Committee and later approved by the Board of Directors at their meeting held on 30th May, 2016. The remuneration to Mr. Jose Daniels is with the approval by the Shareholders. The remuneration has been based on benchmarking standards for the CEOs with respect to the size of the operations and the profile of the position.

g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:

Mr. Jose Daniel does not hold any shares in the Company as on 31st March, 2016. Apart from he does not have any other pecuniary relationship with the Company or with the managerial personnel of the Company.

III. Other information:**a. Reasons for loss or inadequate profits:**

During the year 2015-16 Company has earned major sources from other income. i.e. by way of capital gain instead of revenue from operations of the Company. The Company has recorded a subdued performance during the last 2 years, amidst weak economic conditions and contraction of demand in most of the end user industry segments.

b. Steps taken or proposed to be taken for improvement:

The steps taken or proposed to be taken for improvement in financial performance inter alia, include improving service offerings to improve margins, making the organisation more effective and reducing cost, making continuous efforts to reduce cost and improving order book with a focus on being more competitive.

c. Expected increase in productivity and profits in measurable terms:

The steps taken/proposed to be taken for improvement are expected to make a positive impact on growing revenues, containing interest and other overhead costs with a view to enhance margins.

IV. Disclosures:

A disclosure pursuant to Schedule V of the Companies Act, 2013, is contained in the explanatory statement herein above and in the Directors' Report for the year 2016.

**For and on behalf of the Board
Sanblue Corporation Limited**

**Date : 12/08/2016
Place : Ahmedabad**

**(Jose Daniel)
Chairman & Managing Director
DIN : 03532474**

SANBLUE CORPORATION LIMITED

Regd. Office : 22A, Government Servant Society, Near Municipal Market

C.G.Road, Ahmedabad-380009

CIN NUMBER: L15400GJ1993PLC020073

ATTENDANCE SLIP

23rd ANNUAL GENERAL MEETING - SEPTEMBER 26, 2016

Name of Members/Proxy

Member's Folio No:

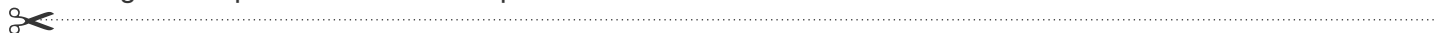
I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 23rd Annual General Meeting held on Monday, 26th September, 2016 at 10.30 am at 22A, Government Servant Society, Near Municipal Market C.G.Road, Ahmedabad-380009.

.....
Signature of Members/Proxy

Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting venue. Members are requested to bring their copies of the Annual Report at the AGM.



Regd.Office : 22A, Government Servant Society, Near Municipal Market
C.G.Road, Ahmedabad - 380009

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

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

1. Name :

E-mail :

Address :

or failing him

2. Name :

E-mail :

Address :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on the Monday day of 26th September, 2016 At 10:30 a.m. at 22A Government Servant Society, Near Municipal Market, C.G.Road, Ahmedabad-380 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on March 31, 2016, the Balance Sheet as at that date and Cash flow together with the Auditor and Directors' Report thereon			
2.	To appoint a Director in place of Mr. Jose Daniel (DIN: 03532474), who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	To consider and ratify the re-appointment of Statutory Auditors.			
Special Business				
4.	Approval of drawing of remuneration by Mr. Jose Daniel (DIN: 03532474), Managing Director & CEO of the Company			

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
Rs.
Revenue
stamp

Signature of Member

Signature of Proxy holder(s)