

**NOTICE**

**NOTICE** is hereby given that the 25th Annual General Meeting of Sanblue Corporation Limited will be held on Thursday 20th Day of September, 2018 at the Registered Office situated at the 22A Government Servent Society, Near Municipal Market C. G. Road, Ahmedabad-380009 at 10:00 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, 2018, 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. Sanjiv Shah (DIN: 00256817), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider 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 reappoint 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 2018-19 on such remuneration as may be determined by the Board of Directors of the Company from time to time.”

**RESOLVED FURTHER THAT** any one Board of Directors be and is hereby authorized to file necessary forms in the Ministry of Corporate Affairs and to do perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**SPECIAL BUSINESS :**

4. **To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :**

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 26th September,2015, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions if any, authority be and is hereby given to the Board of Directors of the Company (herein- after referred to as “the Board”) to borrow any sum or sums of money, from time to time, were the moneys to be Borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), provided that the total amount so borrowed shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such moneys to be borrowed, from time to time interest, repayment, security or otherwise howsoever as it may deem fit, as also to execute all such deeds and documents as may be necessary or required for this purpose.

**RESOLVED FURTHER THAT** any one Board of Directors be and is hereby authorized to file necessary forms in the Ministry of Corporate Affairs and to do perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**5. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :**

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 26th September,2015, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(a) of Companies Act 2013, read with relevant rules or any other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred to as “Act”), to the Board of Directors of the Company to lease or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors (for the purpose of this resolution, the “Board” would include any Director in single capacity and/or any Committee of Directors as may be authorized by the Board in this regard) shall have the power to mortgage or otherwise offer as collateral substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, non-banking Companies, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto and also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.”

**6. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :**

**RESOLVED FURTHER THAT** pursuant to provisions of section 180(1)(a) of The Companies Act, 2013 read with relevant rules or as amended from time to time, any other law for the time being in force and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby authorised to the Board of Directors of the Company (herein- after referred to as “the Board”) to sell of whole or substantial undertaking of the Company exceeds twenty percentage of its net worth as per the audited balance sheet of the preceeding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company and to delegate such powers to any Officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**7. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 26th September,2015 and pursuant to the provisions of section 186 of The Companies Act, 2013 read with Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 or any other applicable provisions of the Companies Act, 2013, and in addition to the amounts already invested by the Company, consent be and is hereby accorded to the Board of Directors of the Company for making investment by way of subscription, purchase or otherwise in the securities of any other body corporate upto a limit of Rs. 100 Crores (Rupees Hundred Crores Only) for such investments notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one Board of Directors be and is hereby authorized to file necessary forms in the Ministry of Corporate Affairs and to do perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**8. 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 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 and such other consents and permission as may be required, **Mr. Jose Daniel (DIN 03532474)**, be and is hereby re-appointed as the Chairman and Managing Director of the Company for a further period of 3 years commencing from April 28, 2018 till April 27, 2021 at a consolidated remuneration Rs 70000/-p.m. (Including Basic Salary, Allowances and Perquisites), on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Jose Daniel.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Jose Daniel (DIN 03532474), Chairman and 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** any one Board of Directors be and is hereby authorized to file necessary forms in the Ministry of Corporate Affairs and to do perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**9. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:**

**RESOLVED FURHTER THAT** pursuant to provisions of section 185 of The Companies Act, 2013 read with relevant rules or the provisions of the Memorandum and Articles of Association of the Company as amended from time to time, any other law for the time being in force and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby authorised to the Board of Directors of the Company (hereinafter referred to as “the Board”) to providing loan, guarantee or security in connection with loan to any other person in whom director is interested in any other private company of which any such director is a director or member of that Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company and to delegate such powers to any Officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

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

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

**Date : 14/08/2018  
Place : Ahmedabad**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 25TH 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 Register of Members and Share Transfer Book of the Company will remain closed Friday, 14th September, 2018 to Thursday, 20th September, 2018 (both days inclusive).
3. 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.
4. Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFS code) with their Depository Participant. Members holding shares in physical form are requested to provide the above details, along with their Folio Number, to the Company's Registrar and Transfer Agents, M/s Bigshares Services Private Limited.
5. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered email id, bank details, nominations, power of attorney, etc. To their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate any of the above mentioned changes, alongwith the request for merging of folio etc., to the Company's Registrar and Transfer Agents, M/s. Bigshares Services Private Limited.
6. For the purpose of availing Nomination facility, members holding shares in dematerialised form are required to lodge the nomination with their Depository Participant and members holding shares in physical form are required to fill and submit Form SH-13 (available on request) with the Company's Registrar and Transfer Agents, Bigshares Services Private Limited.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as trading in physical shares is not feasible and also to eliminate all the risks associated with such physical shares. Members can contact the Company or the Company's Registrar and Transfer Agents, M/s. Bigshares Services Private Limited, for assistance in this regard.
8. 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](mailto:inquiry@sanbluecorporation.com) mentioning your Folio/DP ID & Client ID.
9. 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.
10. 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.

11. Members / Proxies / Authorised Representatives should bring the enclosed attendance Slip, duly filled in, for attending the Meeting. Copies of the 25th Annual Report or Attendance Slips will not be distributed at the Meeting.
12. Details of the Directors seeking Appointment/Reappointment at the 25th Annual General Meeting :-

<b>Name</b>	Sanjiv Shah	Jose Daniel
<b>DIN</b>	00256817	03532474
<b>Age</b>	52 years	40 years
<b>Date of Re appointment</b>	18/01/2001	28.04.2018
<b>Experience</b>	He was appointed as Executive Director of the Company. He was over more than 15 years experiences in the financial sector as well as in management knowledge.	He was appointed as Managing Director in Company on 29.04.2013. He has over 14 years of impermeable experience in B2B e commerce, Information Technology, Textile and Apparel Industry.
<b>Qualification</b>	BSC, LLB	Executive Management from IIM
<b>Other Directorships</b>	Fibre2Fashion Private Limited Sanblue Infrastructure Private Limited Isha Securities Limited Sanblue Consulting LLP	Fibre2Fashion Private Limited
<b>Chairman/Member of Committee</b>	Nil	Member of Investor and Grievance Committee
<b>No of Board meeting attended during the year</b>	4	4
<b>Shareholding in the Company</b>	2203950 Equity Shares	Nil
<b>Relationship with director's of the Company's</b>	He is not related to any Director or Key Managerial Personnel of the Company except Krina Shah.	He is not related to any Director or Key Managerial Personnel of the Company.

13. **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 **Thursday, September 13, 2018** i.e. cut off Date. are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on **Monday, 17.09.2018 at 09.00 A.M and will end on Wednesday, 19.09.2018 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 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 :**

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

- (i) The voting period begins on **<17.09.2018 at 09.00 A.M>** and ends on **<19.09.2018 at 05.00 P.M.>**. 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 **<13.09.2018>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	<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 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"> <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 (iv).</li> </ul>

- (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 <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 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](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.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 a 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 Members had already authorized the Board of Directors of the Company and/or any Committee thereof to borrow from time to time a sum not exceeding Rs. 15 Crores (Rupees Fifteen Crore Only) on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013. Considering the future requirements the overall borrowing limits are to be increased from Rs. 15 crores (Rupees Fifteen Crore Only) to Rs. 100 Crore (Rupees One Hundred Crore Only).

The Board accordingly recommends the revised limit to the extent of Rs. 100 Crore (Rupees One Hundred Crore Only), outstanding at any point of time under 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors recommends the resolution for your approval.

**Item No 5**

With reference to revised borrowings (subject to the limit prescribed) and/or creation of security of the assets of the Company will be regarded as sufficient compliance with the requirements of Section 180 of the Companies Act, 2013. In view of the same it is required for every Company to obtain consent of shareholders by passing a Special Resolution for delegation of powers to the Board sanctioning the limit for creation of security on the Assets of the Company. Accordingly member's approval is sought for authorizing the Board to create security on Assets of the Company.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommends the resolution for your approval.

**Item No 6**

The Company has made investments in shares and securities, hence for better return Company may sell that shares and securities in the open market. Further for sell of whole or substantial undertaking of the Company exceeds twenty percentage of its networth as per the audited balance sheet of the preceeding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year require to approval of Shareholders by way of postal ballot.

However As per Companies Amendment Bill, 2017 any item of business required to be transacted by means of postal ballot under may be transacted at a general meeting by a with the consent of the Shareholders of the Company. In view of the same it is proposed to obtain consent of shareholders by passing a special resolution for delegation of powers to the Board.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommends the resolution for your approval.

**Item No 7**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs 100 Crores (one Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans



given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

#### Item No. 8

The member may note that Mr. Jose Daniel was reappointed as Managing Director of the Company for 3 years. Further, He is also playing significant role in the organization. The Board of Directors at its meeting held on 29th May, 2018 have recommended to reappointment as Chairman and Managing Director of the Company with remuneration of Rs 70000/- 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 reappointment of Mr. Jose Daniel as a Managing Director of the Company. 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 :

Sanblue 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 Consultant for Capital issue, 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, 2018 (Rs in Lacs)	Audited figures for the *financial year ended 31st March, 2017 (Rs in Lacs)	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)
Total Revenue	651.58	180.06	617.72	13.70
Profit/(Loss) Before Tax	(10.27)	(18.21)	281.27	0.93
Profit/(Loss) for the year	(10.27)	(18.21)	226.76	0.89
Total Comprehensive Income	(578.16)	(40.04)	NA	NA

\*Prepared as per INDAS.

##### 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 16 years of impermeable experience in B2B Information Technology, Textile and Apparel Industry. The Company has reappointed as Managing Director w.e.f. 28.04.2018.

##### b. Past Remuneration : Rs 50000/- per month (Inclusive Allowances and perquisites)

**c. Recognition or awards :**

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

**d. Job Profile & his Suitability :**

He is 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 16 years of experience, including at various senior management positions in the Company and overseas.. The rich experience of him is well suited for the position Managing Director.

**e. Remuneration proposed :**

The Company proposes to pay Rs. 70,000/- per month (including other allowance and perquisites) 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 29th May, 2018. The remuneration to Mr. Jose Daniels is with the approval by the Shareholders. The remuneration has been based on standards 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, 2018. 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 2017-18 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 2018.

**Item No 9**

As per Companies Amendment Bill, 2017 the Company has allowed in providing loan, guarantee or security in connection with loan to any other person in whom the director is interested in any other private company of which any such director is a director or member of that Company. In view of the future requirement if any, it is proposed to obtain consent of shareholders by passing a special resolution for delegation of powers to the Board.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommends the resolution for your approval.

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

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

**Date : 14/08/2018  
Place: Ahmedabad**

SANBLUE CORPORATION LIMITED  
Regd. Office : 22A, Government Servant Society, Near Municipal Market  
C.G.Road, Ahmedabad-380009  
CIN NUMBER: L15400GJ1993PLC020073

## ATTENDANCE SLIP

**25<sup>th</sup> ANNUAL GENERAL MEETING - SEPTEMBER 20, 2018**

Sr. No.
Registered Folio No. / DP & Client ID :
Name of the Sole / First named Member :
Registered Address:
Name(s) of the joint Member(s), if any :
No. of Shares held :

I hereby record my presence at the 25th Annual General Meeting held on Thursday, 20th September, 2018 at 10.00 am at 22A, Government Servant Society, Near Municipal Market C. G. Road, Ahmedabad - 380 009.

\_\_\_\_\_  
Signature of First holder/Proxy/Authorised Representative

\_\_\_\_\_  
Signature of Joint holder(s)

## 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.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

## SANBLUE CORPORATION LIMITED

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

CIN : L15400GJ1993PLC020073

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	Address
Email ID	Signature or failing him ;
2) Name	Address
Email ID	Signature failing him ; or
3) Name	Address
Email ID	Signature failing him ; or

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on Thursday, 20th September, 2018 at 10.00 am 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 :

Ordinary Business	For	Against
1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended on March 31, 2018, 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. Sanjiv Shah (DIN:00256817), 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. Authority under section 180(1)(c) of the Companies Act, 2013 to borrow in excess of the Paid-up Capital and free reserves		
5. Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company		
6. Authority to the board for sell whole or substantial undertaking of the Company		
7. Authority under section 186 of the Companies Act. 2013 to make investments up to Rs 100 Crores		
8. Reappointment of Mr. Jose Daniel as Managing Director of the Company.		
9. Authority to Board for provide loan, guarantee or security in connection with loan to any other in any other private company of which any such director is a director or member of that Private 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.

Signature of Members

Signature of Proxy Holder

Affix revenue stamp of not less than 1/-
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