

# SPRINGFORM TECHNOLOGY LIMITED

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CIN: L51900MH1979PLC021914

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## NOTICE OF THE 42<sup>nd</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Second (42<sup>nd</sup>) Annual General Meeting (“AGM”) of the members of Springform Technology Limited (“the Company”) will be held on Thursday, September 29, 2022, at 4.00 p.m. through Video Conferencing (“VC”) facility without the physical presence of the members and the same will be considered to be held at the Registered Office of the Company, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year from April 01, 2021 to March 31, 2022 including the Audited Balance Sheet as on March 31, 2022, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Rupali Pankaj Shah (DIN 06955564), who retires by rotation and being eligible, offers herself for an appointment.
3. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the resolution passed by the members at 40<sup>th</sup> Annual General Meeting (AGM) of the Company held on December 31, 2020, the appointment of M/s. Vandana V. Dodhia & Co., Chartered Accountant, Mumbai (Firm's Registration No: 117812W) as Statutory Auditor of the Company be and is hereby ratified from the conclusion of this 42<sup>nd</sup> AGM till the conclusion of 43<sup>rd</sup> AGM of the Company on such term and condition as may be mutually agreed between them and the Board of Directors (or the Committee of the Board)."

### SPECIAL BUSINESS:

4. Approval of material-related party transactions with Spring Fasteners.

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 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies ( Meetings of Board & its Powers) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other applicable laws including any amendments, modifications, variations, or re-enactments thereof, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, the consent of members of the Company be and is hereby accorded for carrying out and/ or continuing with arrangements and transactions (whether the individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 with Spring Fasteners, a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

| Name of Related Party | Name of Relationship   | Nature of Transaction                | Amount     | Period for which shareholders' approval is sought for the transaction |
|-----------------------|--|--------------------------------------|------------|---|
| Spring Fasteners      | Proprietorship of Mr. Rajiv Shah, brother of Mr. Pankaj Shah, Managing Director of the Company | Sale of Goods/ rendering of Services | Rs.15 Lacs | For the Financial Year 2022-23  |

notwithstanding the fact that all such transactions during the financial year 2022-23, whether individually and/or in the aggregate, may exceed 10% of the turnover of the Company's audited financial statement of the preceding financial year, or any other materiality threshold as may be applicable under law/ regulations from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Directors of the Company be and are hereby authorised to sign and execute all the documents, contract/ deeds, and writings and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental to give execution of such transaction and also to delegate all or any of its power herein conferred to any Committee of the Board/ Directors of the Company to give effect to the aforesaid resolution.

#### 5. Approval of material-related party transactions with Spring India.

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 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies ( Meetings of Board & its Powers) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other applicable laws including any amendments, modifications, variations, or re-enactments thereof, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, the consent of members of the company be and is hereby accorded for carrying out and/ or continuing with arrangements and transactions (whether the individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 with Spring India, a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

| Name of Related Party | Name of Relationship  | Nature of Transaction                | Amount      | Period for which shareholders' approval is sought for the transaction |
|-----------------------|---|--------------------------------------|-------------|---|
| Spring India          | Partnership Firm of Mr. Pankaj Shah, Managing Director and Rupali Shah, Director of the Company | Sale of Goods/ rendering of Services | Rs.50 Lakhs | For the Financial Year 2022-23  |

notwithstanding the fact that all such transactions during the financial year 2022-23, whether individually and/or in the aggregate, may exceed 10% of the turnover of the Company's audited financial statement of the preceding financial year, or any other materiality threshold as may be applicable under law/ regulations from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Directors of the Company be and are hereby authorised to sign and execute all the documents, contract/ deeds, and writings and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental to give execution of such transaction and also to delegate all or any of its power herein conferred to any Committee of the Board/ Directors of the Company to give effect to the aforesaid resolution.

## 6. Approve material related party transactions with Spire India

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 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies ( Meetings of Board & its Powers) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other applicable laws including any amendments, modifications, variations, or re-enactments thereof, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, the consent of members of the company be and is hereby accorded for carrying out and/ or continuing with arrangements and transactions (whether the individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 with Spire India, a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

| Name of Related Party | Name of Relationship  | Nature of Transaction                | Amount      | Period for which shareholders' approval is sought for the transaction |
|-----------------------|---|--------------------------------------|-------------|---|
| Spire India           | Proprietorship Firm of Mr. Pankaj Shah Managing Director of the Company | Sale of Goods/ rendering of Services | Rs.50 Lakhs | For the Financial Year 2022-23  |

notwithstanding the fact that all such transactions during the financial year 2022-23, whether individually and/or in the aggregate, may exceed 10% of the turnover of the Company's audited financial statement of the preceding financial year, or any other materiality threshold as may be applicable under law/ regulations from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Directors of the Company be and are hereby authorised to sign and execute all the documents, contract/ deeds, and writings and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental to give execution of such transaction and also to delegate all or any of its power herein conferred to any Committee of the Board/ Directors of the Company to give effect to the aforesaid resolution.

By Order of the Board

For Springform Technology Limited

  
Pankaj Shah  
Managing Director  
DIN: 00945911

Place: Mumbai  
Date: August 16, 2022

## NOTES:

1. The 42nd AGM of the Company is being conducted through Video Conference (VC) or Other Audio Visual Means (OAVM) in compliance with General Circular No. 02/2022 dated May 05, 2022, read with General Circular No. 21/2021, 19/2021, 02/2021, 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular dated January 15, 2021, read with Circulars dated May 12, 2020, and December 09, 2020, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), which details procedure and manner of holding AGM through VC/ OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. The proceedings of the 42<sup>nd</sup> AGM shall be deemed to be held and conducted at the Registered Office of the Company situated at 203, A- Wing, Suchita Enclave, Maharashtra Nagar, Borivali (West), Mumbai- 400092 India, which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the special business under agenda Item No. 4 to 6 of the Notice, is annexed hereto. The Board of Directors has considered and decided to include the special business at the AGM, as the same was 'unavoidable' in nature.
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations") (as amended), and applicable Circulars, the Company is offering the facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed entity can only be transferred in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or the Company's RTA for assistance in this regard.
7. CDSL shall be providing the facility for voting and attending the AGM through VC. The VC facility for joining the meeting by the Members shall remain open before 15 minutes and after 15 minutes from the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC and for e-voting during the AGM will be made available to all the members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through the VC facility will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Institutional/ Corporate Shareholders (i.e., other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of its Board or governing body's Resolution/ Authorization, etc., authorizing their representative to attend and vote at the AGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization should be sent to the Company at its registered e-mail address at [sales@springindia.com](mailto:sales@springindia.com)

with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_-EVENT No."

10. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, listed companies may send the notice of AGM and the Annual Report, including Audited Financial Statements, Board Report, etc. by electronic mode. Pursuant to the said provisions of the Act read with the Circulars, Notice of 42<sup>nd</sup> AGM along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM has been uploaded on the website of the Company at [www.springformtech.com](http://www.springformtech.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. The Register of Members and Transfer Books of the Company shall remain closed from Monday, September 26, 2022, to Wednesday, September 28, 2022 (both days inclusive) for the purpose of the AGM.
12. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Thursday, September 22, 2022.
13. The Board has appointed Mrs. Amita S. Desai (FCS: 4180) Practicing Company Secretaries, of Amita Desai & Co., Mumbai as the Scrutinizer for conducting the remote e-voting/ ballot process, in a fair and transparent manner.
14. With a view to enable the Company to serve the Members better, Members who hold the shares in identical names and in the same order of names in more than one folio, are requested to write to the Company to consolidate their holdings in one folio. In the case of Joint Holders attending the AGM, only such Joint Holders whose name appears first in the order of names will be entitled to vote.
15. In case a person becomes a Member of the Company after dispatch of AGM Notice, and is a Member as on the cut-off date for e-voting, i.e., Thursday, September 22, 2022, such person/ Member may obtain the user id and password from sending an email request on [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in), alternatively, he may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [sales@springindia.com](mailto:sales@springindia.com) for obtaining the Annual Report and Notice of AGM.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. Members can avail the facility of nomination in respect of shares held by them in physical form. Members desiring to avail of this facility may send an email to [support@purvashare.com](mailto:support@purvashare.com) Members holding shares in Demat form may contact their Depository Participant for availing this facility.
18. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode by sending an e-mail to [sales@springindia.com](mailto:sales@springindia.com).
19. Instructions for remote e-voting and joining the e-AGM are as follows:

**INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETINGS THROUGH VC/OAVM ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on Monday, September 26, 2022, at 09:00 a.m. and ends on Wednesday, September 28, 2022, at 05:00 p.m. During this period, you as the Member of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) that is Thursday, September 22, 2022 may cast your vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) If you have already voted through e-voting prior to the AGM date, you would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (vii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will</li> </ol> |

|   |   |
|---|---|
|   | authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.   |
| Individual Shareholders holding securities in demat mode with NSDL Depository                               | <ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to log in through Depository i.e. CDSL and NSDL**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30         |

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- i. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- ii. You need to first log on to the e-voting website that is [www.evotingindia.com](http://www.evotingindia.com).
- iii. Then click on "Shareholders" module.
- iv. Then 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. If you are holding shares in Physical Form, then please enter their 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 e-voting of any company, then your existing password need to be used.
- vii. If you are a first-time user follow the steps given below:

|   | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</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 sent by Company/RTA or contact Company/RTA.</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 the Company, please enter the member ID / folio number in the Dividend Bank details field.</li> </ul>        |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. If you are holding shares in physical form, then you will directly reach the Company selection screen. However, if you are holding shares in Demat form, then you will now reach 'Password Creation' menu wherein you are required to mandatorily enter your login and password in the new password field. Kindly note that this password is to be also used by you for voting for resolutions of any other company on which you are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended to you to not to share your password with any other person and take utmost care to keep your password confidential.
- x. If you are 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 **Springform Technology 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 you are a demat account holder and you have 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. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.

**xix. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sales@springindia.com](mailto:sales@springindia.com) (designated email address by the company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow the Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request to [sales@springindia.com](mailto:sales@springindia.com) in advance at least 10 days prior to the meeting mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send them to [sales@springindia.com](mailto:sales@springindia.com) in advance at least 10 days prior to the meeting mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders: Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.

To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

|             |   |
|-------------|---|
| Name        | Mr. Pankaj Shah   |
| Designation | Managing Director   |
| Address     | 203, A- Wing, Suchita Enclave, Maharashtra Nagar, Borivali (West), Mumbai- 400092 |
| Contact     | (022) 28914495  |

#### GENERAL INSTRUCTIONS:

1. The Scrutinizer shall within 48 hours of the conclusion of the e-voting and voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e- voting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company, who shall countersign the same.
2. The results of voting shall be declared within 48 hours of the conclusion of AGM. The Scrutinizer shall submit her report to the Chairman or in his absence to the Managing Director of the Company, who shall declare the result of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.springformtech.com](http://www.springformtech.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to the Bombay Stock Exchange and those resolutions shall be deemed to be passed at the AGM of the Company.

By Order of the Board  
For Springform Technology Limited

Pankaj Shah  
Managing Director  
DIN: 00945911



Place: Mumbai  
Date: August 16, 2022

## EXPLANATORY STATEMENT

**Pursuant To Section 102 of the Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standards on General Meetings (SS-2)**

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### Item No-4 to 6

Your Company is engaged in the business of development of software, dealing in hardware and providing of information technology services. In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the related parties in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis.

Further as per the Companies Act, 2013, a transaction of sale of goods or rendering of services with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the turnover as per the audited financial statements of the preceding financial year.

As the value of such transactions exceeds 10% of the turnover of the preceding financial year of the Company, the same will be considered as material Related Party Transactions and hence require prior approval of Members.

The Audit Committee has approved the proposed transactions, being in the interest of the Company, between related parties of the Company in their meeting held on May 30, 2022.

The proposed Resolutions are placed before the member of the Company under item no. 4 to 6 for their approval. The Board recommends the Ordinary Resolution as set out in Item No. 4, 5 & 6 of this Notice for approval of the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 4 to 6.

None of the Directors, except Mr. Pankaj Shah and Mrs. Rupali Shah or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolutions.

By Order of the Board

For Springform Technology Limited

  
Pankaj Shah  
Managing Director  
DIN: 00945911

Place: Mumbai  
Date: August 16, 2022