

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **SPRINGFORM TECHNOLOGY LIMITED** held at the Registered Office of the Company at A-203, Suchita Enclave, Maharashtra Nagar, Borivali (West), Mumbai - 400 092 on Saturday, 5th January, 2019 at 2 pm to transact the following Special Businesses:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, M/s. J. Raai, Chartered Accountant, Mumbai (Firm’s Registration No: 108292W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. V. R. Renuka & Co., Chartered Accountants, Mumbai for the financial year 2018-19 and to hold the office from the conclusion of this Extra Ordinary General Meeting till the conclusion of ensuing Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors in consultation with them.”

“**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of M/s. J. Raai, Statutory Auditors in the best interest of the Company.”

FOR SPRINGFORM TECHNOLOGY LIMITED



PANKAJ SHAH
MANAGING DIRECTOR
DIN-00945911

Address: 7/8, Neel Kamal,
Roshan Nagar, Borivali (West),
Mumbai- 400092.

Notes:

1. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. PROXY SHALL NOT VOTE, EXCEPT ON POLL**
2. The Explanatory Statement as required pursuant to Section 102 of the Companies Act, 2013 for item no. 1 of the notice is annexed herewith and forms a part of this notice.
3. Member/Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.
4. All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days except Sundays, between 11.00 a.m. and 04.00 p.m. up to the date of the ensuing Extra Ordinary General Meeting and at the venue of the meeting, during the meeting hours and shall be accessible to the person attending the meeting.
5. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing such representative(s) to attend and vote on their behalf at the meeting.
6. The documents of the Company will be sent in electronic form to those Members who have registered their e-mail address with the Company. The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to sales@springindia.com duly quoting his Folio number and email ID.
7. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Registered Office, or at our e-mail ID sales@springindia.com This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
8. Members may note that the Notice of the Meeting is available on the Company's website at www.springformtech.com
9. **Voting Instructions:**
 - a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic

means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Services Limited ("CSDL").

- b) Ms. Amita Desai, Practicing Company Secretary (Membership No. 4180) has been appointed as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.

- c) Members who do not have access to remote e-voting facility may send their votes using Ballot form available on the website of the Company. The Ballot Form shall also be made available to such members upon a request made in writing to the Company at its registered office by mentioning their Folio No. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final. The members are requested to send the Ballot Forms at the Registered Office of the Company and the same shall be addressed to Ms. Amita Desai. **Ballot forms received after Wednesday, January 3, 2019 (5.00 p.m. IST) will not be considered.**

- d) A facility for voting by Poll or otherwise will also be made available at the EGM to the Members attending the EGM who have not already cast their votes by remote e-voting or Ballot Form prior to the EGM. The members who have cast their vote by remote e-voting or Ballot Form prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- e) Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on **cut-off date i.e. Saturday, December 29, 2018**. A person whose name is recorded in the Register of Members as on the cut-off date, i.e., Saturday, December 29, 2018 only shall be entitled to avail the facility of remote e-voting/ Ballot paper voting/ voting facility provided at the EGM.
- f) Any person becoming member of the Company after the dispatch of the Notice of the EGM and holding shares as on the cut-off date, i.e., Saturday, December 29, 2018 shall be entitled to vote by remote e-voting/ Ballot paper voting/ voting facility provided at the EGM.
- g) The remote e-voting period commences 'on Wednesday, January 2, 2019 (9:00 a.m. IST) and ends on, Friday, January 4, 2019 (5:00 p.m. IST). During this period members of the Company holding shares as on Saturday, December 29, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- h) A member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot voting/ Voting facility provided at the EGM. If a member casts votes by more than one mode, then voting done through e-voting shall prevail and voting through Ballot/ voting facility at the EGM shall be not be considered.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, January 2, 2019 (9:00 a.m. IST) and ends on, Friday, January 4, 2019 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, December 29, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 OR Date of Birth (DOB)	<p>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.</p> <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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant SPRINGFORM TECHNOLOGY LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.

- 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 or call 1800225533.

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

18) Voting Results

- a) The Scrutinizer shall, after the conclusion of voting at the EGM, will first count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- b) The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company: www.springformtech.com and CDSL website: www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be communicated to the BSE Limited.
- c) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EGM, i.e., January 4, 2019.

By Order of the Board

For Springform Technology Limited



Pankaj Shah



Managing Director

DIN- 00945911

Place: Mumbai

Date: 14th November, 2018

STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON SATURDAY, 5TH JANUARY 2019 AT 2 PM

ITEM NO. 1:

The Statutory Auditors of the Company M/s. V. R. Renuka & Co., Chartered Accountants, Mumbai had resigned vide their letter dated 27th August, 2018 with immediate effect and filed Form-ADT-3 on 4th October, 2018. But Company had got to know about the same only on 5th October, 2018 as the auditor had sent the letter via courier which got delayed. Consequently in absence of any communication from the auditors the company confirmed them in AGM held on 29th September, 2018.

The Board of Directors proposes to appoint M/s. J. Raai, Chartered Accountant, Mumbai (Firm's Registration No: 108292W), as the Statutory Auditor of the Company for the financial year 2018-19 to fill the casual vacancy caused by the resignation of V. R. Renuka & Co., Chartered Accountants, Mumbai (Firm Registration No. 108826W).

The Company has also received a letter from M/s J. Raai, confirming that they are eligible to be appointed as Statutory Auditor of the Company for the financial year 2018-19 and their appointment, if made, will be within the limits laid down under provisions of Companies Act, 2013.

Pursuant to the provision of section 139(8) of the Companies Act, 2013, the approval of Members of the Company by way of Ordinary Resolution is required in case the appointment of new Statutory Auditor of the Company is due to casual vacancy caused by resignation of existing Statutory Auditor of the Company. M/s. J. Raai, Chartered Accountant, Mumbai shall hold the office from the conclusion of this Extra Ordinary General Meeting till the conclusion of ensuing Annual General Meeting of the Company

Your Board recommends the passing of the Resolution at Item No. 1 of the notice as an Ordinary Resolution for approval of the members.

None of the Directors, Manager, Key Managerial Personnel and/ or their relatives are in any way concerned or interested financially or otherwise in the resolution.

FOR SPRINGFORM TECHNOLOGY LIMITED




PANKAJ SHAH
MANAGING DIRECTOR

DIN-00945911

Address: 7/8, Neel Kamal,
Roshan Nagar, Borivali (West),
Mumbai- 400092.

ATTENDANCE SLIP

Extra - Ordinary General Meeting on Saturday, January 5, 2019 AT 2 pm

Regd. Folio No. _____

(Shareholder's Name in BLOCK Letters)

I certify that I am a registered shareholder / proxy for the registered shareholders of the Company.

(Member's / proxy's name and address in Block Letters to be furnished below)

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Saturday, January 5, 2019 AT 2 pm at A-203, Suchita Enclave, Maharashtra Nagar, Borivali (West), Mumbai - 400 092

If signed by Proxy, name should be
Written here in Block Letters

Member's/ Proxy's Signature

Please fill in this attendance slip and hand it over at the Entrance of the meeting hall.

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]

CIN: U74900MH2008PLC185250

Name of the Company: SPRINGFOM TECHNOLOGY LIMITED

Regd. office: A-203, Suchita Enclave, Maharashtra Nagar, Borivali (West), Mumbai - 400 092.

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of _____, having shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the Saturday, January 5, 2019 at 2.00 P.M. at A-203, Suchita Enclave, Maharashtra Nagar, Borivali (West), Mumbai - 400 092. and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	FOR	AGAINST
Resolution No. 1 - Appointment of M/s. J. Raai as the Statutory Auditor of the Company in place of M/s. V. R. Renuka & Co.		

Signed this _____ day of _____ 2018

Signature of shareholder

Signature of proxy holder(s)

Affix
Revenue
Stamp

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.

Notes

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting. Proxies may be accepted at a shorter period, if all the Members entitled to vote at such Meeting, consent to holding of the General Meeting at shorter Notice being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
6. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorized representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need

not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.

18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

Route Map

