

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 2ND ANNUAL GENERAL MEETING OF THE MEMBERS OF SHINE FASHIONS (INDIA) LIMITED WILL BE HELD ON THURSDAY, 30TH DAY OF SEPTEMBER, 2021 AT 11.30 A.M. IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 605, 6TH FLOOR, MARATHON CHAMBER, P.K ROAD, PANCH RASTA, MULUND WEST MUMBAI CITY 400080 MAHARASHTRA INDIA

Ordinary Business

1. To consider and adopt, the Audited Financial Statements for the financial year ended March 31, 2021 and Auditor 's thereon and Board 's Report for the financial year 2020-21.

“**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2021 and Statement of Profit and Loss for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Board's Report (including Report Management Discussion and Analysis), the Report of Statutory Auditors and the Report of the Secretarial Auditors thereon placed before the member of the company, is be and are hereby received, approved and adopted.”

RESOLVED FURTHER THAT Board of the Directors of the Company and/or Company secretary of the company, be and is hereby severally authorized to sign and submit e-form and all relevant e-forms, documents, in respect of aforesaid resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

2. To re-appoint Director Mr. Anil Zaverchand Mehta (DIN: 08560132) who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.

“**RESOLVED THAT** Mr. Anil Zaverchand Mehta (DIN: 08560132), Director of the Company who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company whose period of office is liable to determination by retirement of directors by rotation” as per Section 152(6) of the Companies Act, 2013.”

RESOLVED FURTHER THAT Board of the Directors of the Company and/or

Company secretary of the company, be and is hereby severally authorized to sign and submit e-form and all relevant e-forms, documents, in respect of aforesaid resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Special Business

3. Sub-division of Share Capital into smaller amount and consequent changes in the Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of section 13, 14, 61, 64 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made there under including the statutory modification(s) or re-enactment(s) thereof for the time being in force and the relevant provisions of the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange Board of India (SEBI) and the other Rules, Regulations, Circulars, Notifications, etc. issued there under the consent of the Shareholders of the Company, be and is hereby accorded to approve the sub-division of the nominal value of equity shares of the Company from the existing nominal value of Rs. 10/- (Rupees Ten Only) each fully paid up into 2 (Two) equity shares of Rs. 5/- (Rupee Five only) each fully paid up of the Company, keeping the paid share capital intact and consequently, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

“The authorized share capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 5/- (Rupees Five) each”

RESOLVED FURTHER THAT pursuant to Sub-Division of the equity shares of the Company as proposed above, the nominal value of 10 (Rupees Ten only) of each of all the issued, subscribed and paid-up equity shares of the Company existing on the Record Date to be fixed by the Board of Directors of the Company shall stand sub-divided into equity shares of nominal value of 5/- (Rupee Five only) each fully paid.

RESOLVED FURTHER THAT upon Sub-Division of equity shares, as aforesaid,

the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" to be fixed by the Board of Directors of the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialized form, the subdivided equity shares of nominal value of Rs. 5/- (Rupee Five) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do on behalf of the Company all such acts, deeds and things as may be required or considered necessary in the above connection or incidental thereto or to delegate all or any of the powers herein vested in them to give effect to the above resolution."

**By Order of the Board
For Shine Fashions (India) Limited**

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**Mr. Anish Mehta
Director
DIN: 08560153**

Registered Office:
Office No. 605, 6th Floor, Marathon Chamber,
P.K Road, Panch Rasta, Mulund West
Mumbai City 400080 Maharashtra India

Email: amfabricsmumbai@gmail.com
Website: <http://amfabrics.in/>

Date: 08/09/2021
Place: Mulund, Mumbai

NOTES

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013 as it is not mandatory for SME listed companies to provide e-voting facility.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No. 3 of the accompanying Notice, is given in the Annexure-1.
3. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting
6. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
7. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
8. At the ensuing Annual General Meeting, Mr. Anil Zaverchand Mehta is liable to retire by rotation and being eligible, offer themselves for re-appointment.
9. Details of Directors seeking appointment / reappointment at the 2nd Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.

10. As per Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form SH-14 for cancellation/ variation as the case may be to the RTA.
11. In compliance with the aforementioned MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website and of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
12. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.
13. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to amfabricsmumbai@gmail.com. Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.
14. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email i.e. amfabricsmumbai@gmail.com.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to amfabricsmumbai@gmail.com.
16. The Annual Report of your Company for the Financial Year 2020-21 and notice of Annual General Meeting is displayed on the website of the Company.
17. Members are requested to register / update their E-mail address with the Company to receive Annual Report and other communication electronically.
18. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories

19. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 17th September, 2021 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
20. A person who is not a member on the cut-off date should accordingly treat this Notice as for information purposes only.
21. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
22. KRS & Co., have been appointed as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser shall immediately after conclusion of voting at meeting, unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favor or against, if any, and forward it to the Chairman of the Company.

Annexure to the Notice of the 2nd Annual General Meeting

ANNEXURE 1 - Statement pursuant to Section 102 (1) of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated 08th September, 2021.

Item No. 3:

The Equity Shares of your Company have been listed on the Bombay Stock Exchange (BSE) where they are actively traded. With a view to have more participation from the investors in the scrip and in order to increase the liquidity and make the equity shares of the Company more affordable to deal with by small investors, the Board of Directors of your Company in its meeting held on 8th September, 2021 has recommended Sub-Division of 50,00,000 (Fifty Lakh) Equity Shares of nominal value of Rs. 10/- (Rupees Ten) each fully paid up into 1,00,00,000 (One Crore) Equity Shares of nominal value of Rs. 5/- (Rupees Five) fully paid up, thereby keeping the paid-up capital intact.

The consent of the members is sought through a special resolution for sub-division of equity shares of the Company into smaller denomination and consequently to amend the Memorandum of Association of the Company. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed in due course after approval of the Members is obtained.

The draft of revised Memorandum of Association of the Company, reflecting the said changes are available for inspection by the members at the Registered Office of the Company from 11.00.a.m. to 1.00 p.m. on all working days up to the date of the 2nd Annual General Meeting of the Company.

The Directors, KMP and their relatives of the Company may be deemed to be concerned or interested in the above said resolution to the extent of their respective shareholdings, if any, in the company to the same extent as that of every other member of the Company.

The Board of Directors recommends passing of the proposed resolution in Item No.3 as the same is in the best interest of the company and the investors.

**By Order of the Board
For Shine Fashions (India) Limited**

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**Mr. Anish Mehta
Director
DIN: 08560153**

ROUTE MAP



ATTENDANCE SLIP

2nd Annual General Meeting, Thursday 30th Day of September, 2021 at 11.30 AM

Name of the Shareholder

Regd. Folio No. _____/

DP ID _____

Client ID/Ben.

A/C _____

No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 2nd Annual General Meeting of the Company on **Thursday 30th Day of September, 2021 at 11.30 AM** at registered office of the Company situated at Office No. 605, 6th Floor, Marathon Chamber, P.K Road, Panch Rasta, Mulund West Mumbai City 400080 Maharashtra India

Member's/Proxy's name

in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 read with the Secretarial Standards-2 prescribed for General Meetings:

Name of Director	Mr. Anil Zaverchand Mehta
Type	Director
Date of Birth	30/03/1960
Age	61 years
Date of Appointment as Director	11/09/2019
Date of Appointment as Managing Director	NA
No. of Equity Shares held in company as on 31st March, 2021	299700
Educational Qualification & Expertise in Specific Functional area	T.Y. B.Com
Experience	More than 20 years of experience
Directorships held in other Companies	Shinetex Industries Private Limited
Particulars of Committee Chairmanship / Membership held in other Companies	NA
Relationship with other Directors inter-se	Mr. Anish Anil Mehta – Son
No. of board meetings attended during the financial year 2020-21	Nine (9)
Terms and Conditions	There is no change in the terms and condition.
Remuneration Sought to be paid	0
Remuneration last paid	0