

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of Sanblue Corporation Limited will be held on Friday, 27th Day of September, 2019 at the registered office situated at the 22A Government Society, Near Municipal Market C. G. Road, Ahmedabad-380006 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, 2019, the Balance Sheet as at that date and Cashflow together with the Auditor and Directors' Report thereon.
2. To appoint a Director in place of Mr. Jose Daniel (DIN: 03532474), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider the 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 be and is hereby appointed of M/s. Arpit Patel & Associates (FRN: 144032W), 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 year 2024 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 pursuant to the provisions of sections 149,152 read with schedule VI and all other applicable provisions of the Companies Act,2013, and the Companies (Appointment and Qualification of Directors) Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force and Shri Jigar Shah (DIN: 00089575), whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act,2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as independent director of the Company for 5 (five) consecutive years for a term upto the conclusion of 31st Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and 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 pursuant to the provisions of sections 149,152 read with schedule VI and all other applicable provisions of the Companies Act,2013, and the Companies (Appointment and Qualification of Directors) Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in

force and Shri Rajesh Shah (DIN: 00092504), whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as independent director of the Company for 5 (five) consecutive years for a term upto the conclusion of 31st Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give 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 THAT pursuant to the provisions of sections 149, 152 read with schedule VI and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Shri Yogesh Shah (DIN: 02030459), whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as independent director of the Company for 5 (five) consecutive years for a term upto the conclusion of 31st Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient 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 pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the SEBI (LODR) Regulations and all other applicable provisions of the Companies Act, 2013 and other applicable laws, if any and subject to the necessary approvals from SEBI, BSE and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to re-classify the status the following "Outgoing Individual Promoters" in accordance with Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if any, from "Promoter & Promoter Group Category" to "Public Category" of the Company.

Sr. No.	Name of the Outgoing Promoter & Promoter Group Individuals	No & % of shares held
1.	Bhavesh Shah	Nil
2.	Aanal Bhow	Nil

RESOLVED FURTHER THAT the above 'Outgoing Promoter & Promoter Group Individuals shall not hold more than ten percent of the paid-up equity share capital of the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company.

RESOLVED FURTHER THAT it is hereby confirmed that above 'Outgoing Promoter & Promoter Group Individuals :

- i. do not hold more than 10% of paid-up equity share capital of the Company;
- ii. the aggregate shareholding of all of the above individuals is Nil in the Company;

- iii. the aforesaid individuals have not and will continue to not exercise direct or indirect control over the Company;
- iv. the aforesaid individuals will not be appointed as key managerial personnel of the Company; and
- v. no special right were even held and would not be ever held by the above reclassified persons.

RESOLVED FURTHER THAT Mr. Jose Daniel, Managing Director & Chief Executive Officer or Mr. Dhaval Sheth, Chief Financial Officer or Mr. Jekil Pancholi, Company Secretary be and are hereby jointly or severally authorized to submit the application for re-classification to the Stock Exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board.”

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

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

**Date : 09/08/2019
Place : Ahmedabad**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 26TH 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 Thursday, 19th September, 2019 to Friday, 27th September, 2019 (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 26th 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 Bigshare 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, along with the request for merging of folio etc., to the Company's Registrar and Transfer Agents, M/s. Bigshare 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, Bigshare 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. Bigshare 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 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 26th Annual Report or Attendance Slips will not be distributed at the Meeting.

12. Details of the Directors seeking Appointment/Reappointment at the 26th Annual General Meeting :-

Name	Jose Daniel	Jigar Shah	Rajesh Shah	Yogesh Shah
DIN	03532474	00089575	00092504	02030459
Age	41 years	52 years	65 years	53 years
Experience	Experience in B2B e commerce, Information Technology, Textile and Apparel Industry.	Quality experience in media field including press, newspapers etc.	Rich Experience in machinery pumps and business development.	artitech and furniture field.
Qualification	Executive Management from IIM	B.com	B.com	B.com
Remuneration	8.40 Lacs p.a.	Nil	Nil	Nil
Other Directorships	1.Fibre2Fashion Private Limited 2.Fibre2Fashion Retail Private Limited	Nil	1.Fibre2Fashion Private Limited 2.Sanblue Infrastructure PrivateLimited	Nil
Chairman/Member of Committee	Member of Investor's and Grievances Committee	Nil	Nil	Nil
No of Board meeting attended during the year	4	4	4	4
Shareholding in the Company	Nil	Nil	18025 Equity Shares	Nil
Relationship with director's of the Company's	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.	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 **Friday, September 20, 2019** 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 **Tuesday, 24.09.2019 at 09.00 A.M and will end on Thursday, 26.09.2019 at 05.00 P.M.** The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

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

The members who have cast their vote by remote e-voting prior to the 26th AGM may also attend 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 **<24.09.2019 at 09.00 A.M>** and ends on **<26.09.2019 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 **<20.09.2019>** 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.
- (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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details 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"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- (xi) Click on the **EVS N : 190816041** 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 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Green Initiative – An Important Communication to Members

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email ID with your respective DP’s in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s Bigshare 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**

Shri. Jigar Shah (DIN: 00089575) was appointed as an independent Director of the Company. He holds office as an Independent Director of the Company up to five years. (First Term). He has over 10 years experience in media and press field.

The Board of Directors of the Company as its meeting held on 9th August, 2019, on recommendation of the Nomination and Remuneration Committee and based on performance evolution, consider that his background and involvement during his first term, it is desirable to re-appoint Shri Jigar Shah as an Independent Director of the Company, not liable to retire by rotation, for five consecutive years (Second Term) upto the conclusion of 31st Annual General Meeting.

In the opinion of the Board, Shri. Jigar Shah fulfils the conditions for the re-appointment of the Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Details of him as per provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in this Notice of the 26th Annual General Meeting.

None of the Directors except Shri Jigar Shah 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

Shri Rajesh Shah (DIN: 00092504) was appointed as an independent Director of the Company. He holds office as an Independent Director of the Company up to five years (First Term). He has over 15 years rich experience in machinery pumps and business development.

The Board of Directors of the Company as its meeting held on 9th August, 2019, on recommendation of the Nomination and Remuneration Committee and based on performance evolution, consider that his background and involvement during his first term, it is desirable to re-appoint Shri Rajesh Shah as an Independent Director of the Company, not liable to retire by rotation, for five consecutive years (Second Term) upto the conclusion of 31st Annual General Meeting.

In the opinion of the Board, Shri Rajesh Shah fulfils the conditions for the re-appointment of the Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Details of him as per provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in this Notice of the 26th Annual General Meeting.

None of the Directors except Rajesh Shah 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 6

Shri Yogesh Shah (DIN: 02030459) was appointed as an independent Director of the Company. He holds office as an Independent Director of the Company up to five years. (First Term). He has over 15 years rich experience in architech and furniture field.

The Board of Directors of the Company as its meeting held on 9th August, 2019, on recommendation of the Nomination and Remuneration Committee and based on performance evolution, consider that his background and involvement during his first term, it is desirable to re-appoint Shri Yogesh Shah as an Independent Director of the Company, not liable to retire by rotation, for five consecutive years (Second Term) upto the conclusion of 31st Annual General Meeting.

In the opinion of the Board, Shri Rajesh Shah fulfils the conditions for the re-appointment of the Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Details of him as per provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in this Notice of the 26th Annual General Meeting.

None of the Directors except Yogesh Shah 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 7

The Company is required to identify the individuals and entities forming part of its 'Promoter & Promoter Group Category' and 'Public Category' and disclose them under various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws as in force.

Regulation 31A of the Listing Regulations empowers the Stock Exchange to allow re-classification or modification of the existing status of individuals or entities from 'Promoter & Promoter Group Category' to 'Public Category' or vice-versa, only subject to the fulfillment of the conditions as provided therein.

The Company has received the request letters from existing 'Promoter Group' of the Company (hereinafter individually referred to as the 'Outgoing Entities') to re-classify their status from "Promoter and Promoter Group Category" to "Public Category" of the Company in terms of Regulation 31A of the Listing Regulations. The names of the Outgoing Entities from whom the Company has received request for re-classification, together with their shareholding as on the date of this Notice is given below:

Sr. No.	Name of the Outgoing Promoter & Promoter Group Individuals	No & % of shares held
1.	Bhavesh Shah	Nil
2.	Aanal Bhow	Nil

The Board of Directors of the Company at their meeting held on 30th May, 2019 have favourably considered the request of the Outgoing Entities as none of the member of Outgoing Entities :

- holds more than 10% of the total share capital of the Company (either individually or in concert);
- have any direct or indirect control over the affairs of the Company;
- holds any key managerial position in the Company;
- have any representations on the Board of Directors in the Company;
- is engaged in any management or day to day affairs of the Company;
- have any influences on the decision taken by the Company;
- have any special right through formal or informal arrangements with the Company

The Board of Director has accorded their approval to the said re-classification subject to the approval of the Members of the Company and relevant regulatory authorities.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of this Notice already fulfills the minimum public shareholding requirement of the total share capital and the proposed re-classification will not result in any increase in the Public Shareholding.

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.

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

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

**Date : 09/08/2019
Place: Ahmedabad**