

July 19<sup>th</sup>, 2024

To,  
The Manager – Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

Ref.: Shine Fashions (India) Limited, Mumbai

Company Symbol – SHINEFASH, ISIN: - INE0BLY01023, Scrip Code: - 543244

**Sub.: Submission of Notice of Fifth Annual General Meeting of the company pursuant to Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In compliance with the provisions of Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Fifth Annual General Meeting of the company.

The Notice of Fifth Annual General Meeting of the company is also uploaded on the Company's website: [www.shinefashions.in](http://www.shinefashions.in)

You are requested to take the same in your record.

Thanking You,

For Shine Fashions (India) Limited

  
(ANISH ANIL MEHTA)  
Managing Director  
DIN: 08560153



Encl:- As above

# SHINE FASHIONS (INDIA) LIMITED

CIN-L17299MH2019PLC330440

912, 9<sup>th</sup> Floor, Runwal R - Square, LBS Road, Opp. Veena Nagar,  
Mulund West, Mumbai- 400080, Maharashtra

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website:- [www.shinefashions.in](http://www.shinefashions.in)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 5<sup>th</sup> Annual General Meeting of the Members of Company will be held on **Monday, 12<sup>th</sup> Day of August, 2024 at 12.30 P.M.** at the registered office of the company situated at 912, 9<sup>th</sup> Floor, Runwal R - Square, LBS Road, Opp. Veena Nagar, Mulund West, Mumbai – 400080, Maharashtra to transact the following business:

### Ordinary Business:

1. To receive consider and adopt, the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024, Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To re-appoint a Director in place of Mr. Anil Zaverchand Mehta (DIN: 08560132) who retires by rotation and being eligible, offershimself for re-appointment.

### Special Business:

#### 3. ISSUE OF 2,80,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of Rs. 5/- (Indian Rupees Five) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 2,80,000 (Two Lakhs and Eighty Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- each (“Warrants”) at a price of Rs. 207/- (Rupees Two Hundred and

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Seven only) each payable in cash (“Warrants Issue Price”), aggregating up to Rs.5,79,60,000/- (Rupees Five Crores Seventy Nine Lakhs Sixty Thousand Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the proposed allottee(s) as mentioned below by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “Preferential Issue):-

Sr. No.	Name	Current Status / Category	No. of Warrants	Name of Ultimate beneficial owner
1.	Sangeeta Pareekh	Individual	50,000	Not Applicable
2.	Securocrop Securities India Private Limited	Body Corporate	90,000	Mr. Dinesh Pareekh (Director)
3.	Vivek Sawhney	Individual	20,000	Not Applicable
4.	Gaurav Singh	Individual	56,000	Not Applicable
5.	Bhavya Jain	Individual	56,000	Not Applicable
6.	Ronak Subhash Jhaveri	Individual	8,000	Not Applicable
<b>Total</b>			<b>2,80,000</b>	<b>-</b>

“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Warrants is Friday, July 12, 2024, the date 30 (thirty) days prior to the date of this Annual General Meeting were weekend, consequently the day preceding the weekend, (i.e., 30th day) is considered as Relevant Date (July 12, 2024).”

“**RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

a) Each Warrants is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants convertible into Equity Shares, in one or more tranches, as the case may be and on such other terms and conditions as applicable.

b) An amount equivalent to 25% of the issue price will be payable at the time of subscription of Warrants convertible into Equity Shares, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. The balance of 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of warrants.

c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;

g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“Conversion Notice”) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (“Conversion

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Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;

d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank paripassu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;

h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;

i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**"RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining

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- listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
  - (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
  - (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
  - (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
  - (vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

**“RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

#### 4. ISSUE OF 2,80,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTERS OF THE COMPANY ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines

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issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including the BSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs. 5/- (Indian Rupees Five) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 2,80,000 (Two Lakhs Eighty Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- each ("Warrants") at a price of Rs. 207/- (Rupees Two Hundred and Seven only) each payable in cash ("Warrants Issue Price"), aggregating up to Rs.5,79,60,000/- (Rupees FiveCroresSeventy Nine Lakhs Sixty Thousand Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the proposed allottee(s) as mentioned below by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "Preferential Issue):-

Sr. No.	Name	Current Status / Category	No. of Warrants	Name of the Ultimate Beneficial Owner
(i)	Anil Zaverchand Mehta	Individual	2,59,000	Not Applicable
(ii)	Purvi Anil Sanghvi	Individual	21,000	Not Applicable
<b>Total</b>			<b>2,80,000</b>	

**"RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the floor price for the issue and allotment of Warrants is Friday, July 12, 2024, the date 30 (thirty) days prior to the date of this Annual General Meeting were weekend, consequently the day preceding the weekend, (i.e., 30th day) is considered as Relevant Date ( July 12, 2024).

**"RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

a) Each Warrants is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants convertible into Equity Shares, in one or more tranches, as the case may be and on such other terms and conditions as applicable.

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b) An amount equivalent to 25% of the issue price will be payable at the time of subscription of Warrants convertible into Equity Shares, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. The balance of 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of warrants.

c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;

d) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;

e) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank paripassu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

f) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

g) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;

h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;

i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**"RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer

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letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”



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**“RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

5. To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

**“RESOLVED THAT** in accordance with the provisions of section 196, 197 and 198 read with schedule V and rule 7 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the companies Act, 2013, or any statutory modification (s) or re-enactment thereof, approval of the members be and is hereby accorded to the re-appointment of Mr. Anish Anil Mehta (DIN-08560153), as Managing Director of the Company for a period of 5 (Five) years w.e.f. 02.03.2025, on the terms and conditions including remuneration payable to him as set out below with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration :

1. Salary : Rs.5,00,000/- per month, which may be increased upto 20% every year, on the recommendation of the Nomination and Remuneration Committee and approved by Board of Directors, subject to the provisions of the Act;
2. Perquisites: as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:
  - I. Provident fund and superannuation:
    - A. Company's contribution towards Provident Fund will be as per the Company's Policy in compliance with The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder.
    - B. Gratuity will be payable as per the Company's Policy in compliance with The Payment of Gratuity Act, 1972 and rules made thereunder.
    - C. Encashment of leave at the end of tenure, if any, as per the policy of the Company.
  - II. Insurance Premium including Key Man Insurance:-as per the policy of the Company;
  - III. Car:- Free use of Company's Car for office purpose as well as personal use alongwith Driver;
  - IV. Mediclaim Insurance Policy/Medical Reimbursement:-as per the policy of the Company for self and the dependent family members;
  - V. Leave Travel Concession/ Allowance:-as per the policy of the Company;
  - VI. Bonus:- as when decided by the board of directors of the company;
  - VII. Other perquisites as may be approved by the Board from time to time.
3. Performance Linked Incentive (PLI):- Linked to business growth of the company and on the recommendation of the Nomination and Remuneration Committee and approved by Board of Directors in form of Commission on Profit;

**“RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay to Mr.Anish Anil Mehta, the remuneration as specified above by way of salary, Commission and perquisites, as minimum remuneration.”

**“RESOLVED FURTHER THAT** all other terms of appointment of Mr.Anish Anil Mehta as Managing Director will remain unchanged.”

**“RESOLVED FURTHER THAT** the Board be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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website:- [www.shinefashions.in](http://www.shinefashions.in)

6. To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

**“RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications thereto or re-enactment(s) thereof, to mortgage and/or charge by the Board of Directors of the Company all or any of the moveable or immovable properties of the Company where-so-ever situated, present and future, in favour of Banker of the company, any other bank, lending institution, any other company, as may be required, either exclusively or on pari-passu or second charge basis, to secure the credit facilities as may be sanctioned to and availed by the company from time to time.”

7. To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014, including any statutory modifications thereto or re-enactment(s) thereof, the consent of the Shareholders of Company be and is hereby accorded to the Board of Directors of the Company to borrow money as and when required, from Bank(s), Financial Institution(s), foreign lender(s), anybody corporate entity(ies), authority(ies) through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid up share capital of the Company, its free reserves and securities premium and provided that the total amount so borrowed by the Board shall not at any time exceed of Rs. 50.00 crores (Rupees Fifty Crores only) or limits so prescribed under Section 180(1)(c), as may be amended from time to time, whichever is higher.”

**“RESOLVED FURTHER THAT** the Board of directors of the Company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing resolution to any committee of Directors of the Company or to any Director of the Company or any other officer(s), or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board of directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to the above resolution.”

8. To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

**“RESOLVED THAT** in supersession of all earlier resolution(s) passed in this regard and pursuant to provisions of section 186 of the Companies Act, 2013 including any statutory modifications thereto or re-enactment(s) thereof, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to (a) give loan to any body corporate(s)/person(s) ; (b) give guarantee or provide security in connection with a loan to any body corporate(s)/person(s) ; (c) acquire by way of subscription, purchase or otherwise securities of anybody corporate(s), aggregate of which may exceed 60 percent of the aggregate of the paid-up share capital, free reserves and securities premium account; or 100 percent of its free reserves and securities premium account, whichever is higher but not exceeding an aggregate amount upto Rs. 50.00 crores (Rupees Fifty Crores only) outstanding at any time on such terms and conditions as the board may think fit.”

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**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary in this regard.”

9. To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

**“RESOLVED THAT** pursuant to provisions of section 188 of the Companies Act, 2013 and other applicable provisions read with the rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to enter into an agreement with Shinetex Industries Private Limited (“Related Party”) for providing processing of materials service on such terms and conditions as briefly detailed in the explanatory statement annexed hereto.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalise and approve the necessary contracts / arrangements / transactions with related parties and to do all the acts, deeds and things as may be necessary for purpose.”

BY ORDER OF THE BOARD  
FOR SHINE FASHIONS (INDIA) LIMITED

DATE: 13.07.2024

PLACE: Mumbai

(ANISH ANIL MEHTA)  
MANAGING DIRECTOR

DIN: 08560153

## NOTES

1. 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. A BLANK FORM OF PROXY IS ENCLOSED WHICH, IF USED, SHOULD BE RETURNED TO THE COMPANY DULY FILLED UP NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING DULY STAMPED AND SIGNED.

A PERSON CAN ACT AS A 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 AND CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXY FORM AND ATTENDANCE SLIP IS ENCLOSED HEREWITH.

2. THE CUT OFF DATE FOR EVOTING IS MONDAY, 5<sup>TH</sup> AUGUST, 2024.
3. A ROUTE MAP GIVING DIRECTIONS TO REACH THE VENUE OF THE 5<sup>TH</sup> ANNUAL GENERAL MEETING IS ENCLOSED FOR THE CONVENIENCE OF THE MEMBERS.
4. THE NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING AND THE ANNUAL REPORT 2023-24 OF THE COMPANY, CIRCULATED TO THE MEMBERS OF THE COMPANY, WILL BE MADE AVAILABLE ON THE COMPANY'S WEBSITE AT [SHINEFASHIONS.IN](http://SHINEFASHIONS.IN).
5. SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS WITH THE REGISTRAR AND SHARE TRANSFER AGENTS BY SENDING DULY SIGNED REQUEST LETTER QUOTING THEIR FOLIO NO., NAME AND ADDRESS, IN CASE OF SHARES DEED IN DEMATE

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FORM, THE SHAREHOLDERS MAY REGISTER THEIR EMAIL WITH THEIR DP'S (DEPOSITORY PARTICIPANTS).

6. MEMBERS ATTENDING THE ANNUAL GENERAL MEETING ARE REQUESTED TO BRING WITH THEM THE FOLLOWING:
  - (A) DP & CLIENT ID NUMBERS OR FOLIO NUMBERS ALONG WITH PROOF OF IDENTITY AND ADDRESS.
  - (B) ATTENDANCE SLIP AND
  - (C) COPY OF THE ANNUAL REPORT AND NOTICE, AS NO COPIES THEREOF WOULD BE DISTRIBUTED AT THE MEETING.
7. MEMBERS HOLDING SHARES IN SINGLE NAME AND PHYSICAL FORM ARE ADVISED TO MAKE NOMINATION IN RESPECT OF THEIR SHAREHOLDING IN THE COMPANY.
8. NOTICE OF THE AGM ALONG WITH THE ANNUAL REPORT 2023-24 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 2023-24 WILL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE, [SHINEFASHIONS.IN](http://SHINEFASHIONS.IN) AND OF THE STOCK EXCHANGES I.E. BSE LIMITED AT [WWW.BSEINDIA.COM](http://WWW.BSEINDIA.COM).
9. 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. [SHINEFASHIONSINDIALTD@GMAIL.COM](mailto:SHINEFASHIONSINDIALTD@GMAIL.COM)
10. ALL THE DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION BY THE MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS BETWEEN 10:00 A.M. TO 5:00 P.M.
11. CS JAI PRAKASH SHARMA, FCS 5664 PRACTISING COMPANY SECRETARY AND PARTNER OF M/S JPS & ASSOCIATES, COMPANY SECRETARIES, JAIPUR HAS BEEN APPOINTED AS A SCRUTINIZER TO SCRUTINIZE THE REMOTE E-VOTING AND E-VOTING DURING AGM TO BE CARRIED OUT IN A FAIR AND TRANSPARENT MANNER AND THEY HAVE COMMUNICATED THEIR WILLINGNESS TO BE APPOINTED AND WILL BE AVAILABLE FOR THE SAID PURPOSE.
12. DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 5<sup>TH</sup> 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.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on FRIDAY, 9<sup>TH</sup> AUGUST, 2024 at 10:00 A.M. and ends on SUNDAY, 11<sup>TH</sup> AUGUST, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 05.08.2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 05.08.2024.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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

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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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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website:- [www.shinefashions.in](http://www.shinefashions.in)

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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

## B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jpsassociates@hotmail.com](mailto:jpsassociates@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Rimpa Bag at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [shinefashionsindia ltd@gmail.com](mailto:shinefashionsindia ltd@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shinefashionsindia ltd@gmail.com](mailto:shinefashionsindia ltd@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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13. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special Business is annexed hereto.

## EXPLANATORY STATEMENTS PURSUANT SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 3 & 4:

The Board of Directors of the Company ("Board") at their meeting held on July 13, 2024, approved raising of funds aggregating upto Rs. 11,59,20,000/- (Rupees Eleven Crores Fifty Nine Lakhs Twenty Thousand Only) by way of issuance of upto 2,80,000 (Two Lakhs Eighty Thousand) warrants to non-promoters category and upto 2,80,000 (Two Lakhs Eighty Thousand) warrants to Promoters of the company respectively, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- each ("Warrants") at a price of Rs. 207/- each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, by way of a preferential issue (the "Preferential Issue").

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 11,59,20,000/- (Rupees Eleven Crores Fifty Nine Lakhs Twenty Thousand Only) by way of issuance of upto 2,80,000 (Two Lakhs Eighty Thousand) warrants to non-promoters category and upto 2,80,000 (Two Lakhs Eighty Thousand) warrants to Promoters of the company respectively, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- each at a price of Rs. 207/- each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

#### a) Objects of the Preferential Allotment:

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the following objects or any combination thereof as deemed fit by the management of the Company.

- a. To meet the working capital requirements of the Company

#### b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on 13<sup>th</sup> July, 2024 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and

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allotment of upto 2,80,000 (Two Lakhs Eighty Thousand) warrants to non-promoters category and upto 2,80,000 (Two Lakhs Eighty Thousand) warrants to Promoters of the company respectively, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- each at a price of Rs. 207/- each, aggregating to Rs. 11,59,20,000/- (Rupees Eleven Crores Fifty Nine Lakhs Twenty Thousand Only), on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

25% of the issue price of Rs. 207/- per warrants will be payable before allotment of warrants and rest 75% will be payable within 18 months from the date of allotment of warrants.

**c) Proposed time within which the preferential issue shall be completed**

As required under Regulation 170 of the SEBI ICDR Regulations, Allotment vide Preferential Issue of the warrants shall be completed within a period of 15 (fifteen) days from the date of passing of this special resolution or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. However, if any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is necessary or required, the period of 15 (fifteen) days shall commence from the last date of such approval or permission being obtained.

**d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:**

The warrants shall be offered to the Promoter/Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment as detailed at point "m)" of the Explanatory Statement. Apart from the proposed allottees, none of the Directors or Key Managerial Personnel or Promoters of the Company intends to subscribe warrants proposed to be issued under the Preferential Allotment. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

**e) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.**

Sr. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / post preferential Issue / Category
1.	Anil Zaverchand Mehta	Individual	2,59,000	Promoter
2.	Purvi Anil Sanghvi	Individual	21000	Promoter
3.	SangeetaPareekh	Individual	50,000	Non-Promoter
4.	Securocrop Securities India Private Limited	Body Corporate	90,000	Non-Promoter
5.	Vivek Sawhney	Individual	20,000	Non-Promoter
6.	Gaurav Singh	Individual	56,000	Non-Promoter
7.	Bhavya Jain	Individual	56,000	Non-Promoter
8.	Ronak Subhash Jhaveri	Individual	8,000	Non-Promoter
<b>Total</b>			<b>560000</b>	

**f) Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the warrants is 12<sup>th</sup> July, 2024, being the date 30 days prior to the date of this Annual General Meeting.

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## **g) Pricing of the Issue:**

The price per warrant, to be issued, is fixed at Rs. 207/- each, being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the securities issued on preferential basis.

## **h) Basis or justification on which the price of the Preferential Issue has been arrived at along with report of the Registered Valuer:**

- A. As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Ravi Jain, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/04/2019/12615) having its Office at E6-404, Happy Home Heights CHS Ltd, Poonam Gardens, Mira Bhayender Road, Mira Road (East), Thane – 401107, using internationally accepted valuation practices vide Valuation Report dated 18.07.2024. Accordingly, the Fair Value of Equity Shares and Convertible Warrants is Rs. 194.62/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the “Investor Relations” tab on the website of the Company at the following link: [www.shinefashions.com](http://www.shinefashions.com)
- B. The Equity Shares of the Company are listed on BSE Limited (“BSE”) (referred to as “Stock Exchange”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued pursuant to conversion of warrants shall not be less than higher of the following:
- i. Rs. 190.96/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
  - ii. 194.62/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
  - iii. Pursuant to above, the minimum issue price determined in accordance with Regulations 164 (1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is 194.62/- each.
- C. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 166A of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis is Rs. 207/- each (Face Value of Rs. 5/- each + Premium of Rs. 202/- each) being the higher price of A or B.

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Hence, based on the above, the Board of the Directors, and in the meeting of the Independent Directors of the Company has decided the issue price of Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis shall be at a price of Rs. 207/- each (Face Value Rs. 5/- each + Premium Rs. 202/- each).

- i) Identity of the natural persons who are the ultimate beneficial owners of the warrant proposed to be allotted and/or who ultimately control proposed allottee(s) of warrant.

Name of proposed allottee	Category	Identity of the Natural person who is the ultimate Beneficial owner	Relation, if any, with the promoters or person in control of the Company	Pre-issue Shareholding		Post-issue Shareholding	
				Pre issue Ownership holding	% of total Capital	Post issue Ownership holding	% of total Capital
Securocrop Securities India Private Limited	Non-Promoter	Dinesh Pareekh (Director)	NIL	-	-	90,000	2.68

- j) Shareholding Pattern before and after the preferential issue:

A	Shareholding of Promoter and Promoter Group	Pre – Issue		Post – Issue*	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
<b>1</b>	<b>Indian</b>				
(a)	Individuals/ Hindu Undivided Family	1999700	71.47	2279700	67.89
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-
	<b>Sub Total(A)(1)</b>	1999700	71.47	2279700	67.89
<b>2</b>	<b>Foreign</b>				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Any Other (specify)	-	-	-	-
	<b>Sub Total(A)(2)</b>	-	-	-	-
<b>(A)</b>	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	1999700	71.47	2279700	67.89
<b>B</b>	<b>Public shareholding</b>				

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<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Any Other (specify)FDI	-	-	-	-
	<b>Sub-Total (B)(1)</b>				
<b>2</b>	<b>Non-institutions</b>				
(a)	Bodies Corporate	36000	1.29	126000	3.75
(b)	Individuals	650800	23.26	840800	25.04
(c)	Directors & Relatives	-	-	-	
(d)	Non Resident Indians (NRIs)	52500	1.88	52500	1.56
(e)	Any other (specify) (HUF)	59000	2.11	59000	1.76
	<b>Sub-Total (B)(2)</b>	<b>798300</b>	<b>28.53</b>	<b>1078300</b>	<b>32.11</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>798300</b>	<b>28.53</b>	<b>1078300</b>	<b>32.11</b>
	<b>TOTAL (A)+(B)</b>	<b>2798000</b>	<b>100.00</b>	<b>3358000</b>	<b>100.00</b>
<b>C</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				
1	Promoter and Promoter Group	-	-	-	-
2	Public	-	-	-	-
<b>(C)</b>	<b>Sub-Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>2798000</b>	<b>100.00</b>	<b>3358000</b>	<b>100.00</b>

\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares

k) **Lock-in Period:** The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

l) **Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

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- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

m) **Certificate of Practicing Company Secretary:** The certificate from, M/s JPS & Associates, Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will hosted on the Company's website before the General Meeting of the shareholders and will accessible at link: [www.shinefashions.in](http://www.shinefashions.in).

n) **The percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted or to be allotted post conversion of Warrants into Equity	Post Issue*	
				No of share	%		No of share	%
1.	Sangeeta Pareekh	Individual	Non-Promoter	-	-	50,000	50,000	1.49
2.	Securocrop Securities India Private Limited	Body Corporate	Non-Promoter	-	-	90,000	90,000	2.68
3.	Vivek Sawhney	Individual	Non-Promoter	-	-	20,000	20,000	0.60
4.	Gaurav Singh	Individual	Non-Promoter	22000	0.79	56,000	78000	2.32
5.	Ms. Bhavya Jain	Individual	Non-Promoter	16000	0.57	56,000	72000	2.14
6.	Ronak Subhash Jhaveri	Individual	Non-Promoter	-	-	8,000	8,000	0.24
7.	Anil Zaverchand Mehta	Individual	Promoter	599400	21.42	2,59,000	858400	25.56
8.	Purvi Anil Sanghvi	Individual	Promoter	125100	4.47	21000	146100	4.35
<b>Total</b>						<b>5,60,000</b>		

\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

o) **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

p) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

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**q) Principal terms of assets charged as securities:**

Not Applicable.

**r) Other disclosures:**

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

Mr. Anil Zaverchand Mehta, Mr. Anish Anil Mehta and Purvi Anil Sanghvi, Mrs. Binal Anish Mehta may be considered interested in this resolution.

**Item No. 5:**

The term of appointment of Mr. Anish Anil Mehta (DIN-08560153) as Managing Director of the Company was going to expire on 01.03.2025. The present proposal is to seek the member's approval for the re-appointment of Mr. Anish Anil Mehta as Managing Director with effect from 02.03.2025. The term of re- appointment of and remuneration payable to Mr. Anish Anil Mehta has been set in the resolution itself.

The Terms and Conditions set out for the re- appointment and payments of remuneration herein may be altered and varied from time to time by the Board.

Mr. Anish Anil Mehta satisfies all the eligibility conditions set out in Schedule V annexed to the Companies Act, 2013 for the re- appointment as Managing Director of the company and has offered himself for re- appointment. The company has made tremendous progress under leadership of Mr. Anish Anil Mehta, hence your Directors recommend the resolution set out at item no. 4 of the Notice for your approval.

The following additional detailed information as per Section – II of Schedule V is as follows:

**I. General Information:**

- Nature of industry:-**Textile
- Date or expected date of commencement of commercial production:-**Commercial production commenced on 25.09.2019.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- Financial performance based on given indicators:**  
Financial year 2023-24 Gross Revenue: Rs.5289.03 lakhs  
Profit after Tax: Rs.387.96 Lakhs  
Earnings per Share: Rs.13.87/-
- Foreign investments or collaborators, if any:-** N. A.

**II. Information about the appointee:**

- Background details:-**Mr. Anish Anil Mehta, aged 33 years is director of the company since incorporation and was appointed as Managing Director of the Company w.e.f. 02.03.2020. He is one of the founding promoter of our company. He has completed his graduation and post-graduation. He



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has an overall experience of 11 years in field of textile industry. Prior to be co-founder he was running his own business. Mr. Anish Anil Mehta is currently involved in oversight day to day operation of the company. He also plays crucial role in business development. Under his leadership our company is successful in expanding the customer base.

- g. **Past remuneration:** -The remuneration drawn by Mr. Anish Anil Mehta during FY 2023-24 is Rs. 12,00,000/-.
- h. **Recognition or awards:** - N. A.
- i. **Job profile and his suitability:** -Mr. Anish Anil Mehta is Director of the Company since incorporation and Managing Director since 2020. He is involved in oversight day to day operation of the company. He also plays crucial role in business development. He has vast experience in textile industry and management of operations
- j. **Remuneration Proposed:** -Rs. 60,00,000/- per annum.
- k. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** -Taking into account his capabilities and experience and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general
- l. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** -None except managerial remuneration.

### III. Other information:

- m. **Reasons of loss or inadequate profits:** - The Company is a profit making company. Only for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits, which may be due to reasons beyond its control.
- n. **Steps taken or proposed to be taken for improvement:** - Continued efforts on sale and marketing will result into overall improvement in the coming years.
- o. **Expected increase in productivity and profits in measurable terms:** -Not ascertainable.

Mr. Anil Zaverchand Mehta and Mrs. Binal Anish Mehta being relatives of Mr. Anish Anil Mehta, may be considered interested in this resolution.

### Item No. 6:

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, a public company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without consent of the Shareholders by way of a special resolution at the general meeting of the company.

Considering the need to avail additional financial assistance, over and above the present financial assistances, from Banks, Financial Institutions, Bodies Corporate, other Entities, Person or Persons, it may be required to further mortgage / charge its properties including newly acquired immovable properties and / or extend the charge over properties already charged to secure other assistance including securing the present facilities sanctioned and being availed. Since the creation of charge / mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a special resolution under Section 180(1) (a) of the Companies Act, 2013, under which the company had taken approval of shareholders vide a special resolution. Therefore it is felt desirable to seek fresh approval of shareholders by way of special resolution.

Therefore, the resolution set out at Item no. 6 is placed for consideration of shareholders and if thought fit to pass as a special resolution with or without modification.

None of the Directors of the Company may be considered as interested or concerned in the said resolution.

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## Item No. 7:

Section 180 (1) (c) of the companies Act, 2013, stipulates for approval of borrowing powers of the Board by the members of the Company in its general meeting by special resolution if the borrowings by the board exceeds the aggregate of paid up capital, free reserves and securities premium of the Company. Now, it is anticipated that the borrowings of the Company may cross the said limit. Therefore it is proposed that the borrowing powers of the Board of Director's should be increased upto Rs.50.00 Crores, which requires to be pre-approved by the members in general meeting by way of passing a special resolution. Hence, this resolution is placed before the members for their consideration and if think fit to be passed as a special Resolution, with or without modification.

None of the Directors are interested in this resolution except to the extent of value of shares in the Company, held by them.

## Item No. 8:

In terms of Section 186 of the Companies Act, 2013, giving of any loans and / or giving of any guarantee and / or providing security in connection with a loan to anybody corporate exceeding sixty per cent of the Company's paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, would require prior approval of shareholders by means of a special resolution passed at a general meeting of the Company.

Considering the fact that for ongoing business requirements, the Company would be required to continue to provide support to its associate company / firms in the form of investments or loans or guarantees or securities and which may exceed the limits prescribed under Section 186 of the Companies Act, 2013, it is felt desirable to obtain prior approval of the Shareholders for making investments and loans and providing guarantees and securities exceeding the prescribed limits to enable the Company to comply with Section 186 of the Companies Act, 2013.

Therefore, it is proposed that power should be given to Board to make investment, give loans, guarantees and securities, from time to time to other body corporates / firms upto an amount not exceeding Rs.50.00 Crores.

The Board may vary the amount and manner of investments / loans / guarantees / securities within the overall limits and may also make investments / loans / guarantees / securities to such body corporate and firms, within overall limits as mentioned above.

All the directors are interested in this resolution.

## Item No. 9:

During the normal course of business the Company needs to enter into various transactions with certain related parties. Although the management of the Company endeavour to undertake the transactions at Arms Length Price, However, at times it may happen that establishing the Arms Length Price is very difficult or not possible because of peculiar nature of transactions and under such circumstances, these kind of transactions may attract the provisions of section 188 of the Companies Act, 2013.

The Company is interested in receiving the services of processing of materials (particularly, Job work services) from M/s. Shinetex Industries Private Limited. The said work estimated to be completed by the Subsidiary company within 30 days from the date of materials received.

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The disclosures, in relation to the said related party transaction, as required to be given under the provisions of the Companies Act, 2013 and rules made thereunder, for which the approval of members is to be sought are as under:

S. No.	Name of related party	Name of the Director or KMP who is related if any	Nature relationship of	Nature, material terms, estimated monetary value per year and particulars of the contract or arrangement (Value in Rs.)
1.	M/s Shinetex Industries Private Limited	Mr. Anil Zaverchand Mehta Mr. Anish Anil Mehta	Director and Member Director and Member	uptoRs. 25,00,00,000/-

Therefore the Resolution placed at item no.9 is proposed for consideration of shareholders and if thought fit to be passed as a special resolution.

BY ORDER OF THE BOARD  
FOR SHINE FASHIONS (INDIA) LIMITED

DATE: 13.07.2024  
PLACE: Mumbai

(ANISH ANIL MEHTA)  
MANAGING DIRECTOR  
DIN: 08560153

# SHINE FASHIONS (INDIA) LIMITED

CIN-L17299MH2019PLC330440

912, 9<sup>th</sup> Floor, Runwal R - Square, LBS Road, Opp. Veena Nagar,  
Mulund West, Mumbai- 400080, Maharashtra

E-mail id:- info@shinefashions.in, P. No.:- +91-222593 9522

website:- [www.shinefashions.in](http://www.shinefashions.in)

## ATTENDANCE SLIP

**5<sup>th</sup> Annual General Meeting, Monday, 12<sup>th</sup> Day of August, 2024 at 12.30PM**

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 5<sup>th</sup> Annual General Meeting of the Company on Monday, 12<sup>th</sup> Day of August, 2024 at 12.30 P.M. at registered office of the Company situated at 912, 9<sup>th</sup> Floor, Runwal R - Square, LBS Road, Opp. Veena Nagar, Mulund West, Mumbai – 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.

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## PROXY FORM

### 5<sup>TH</sup> ANNUAL GENERAL MEETING

(To be filled in and signed by the Shareholder)

DP ID	CLIENT ID	FOLIO NO	NO OF SHARE(S) HELD

I/We \_\_\_\_\_ resident/s \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ in the state of \_\_\_\_\_ being a shareholder / shareholders of Shine Fashions (India) Limited, hereby appoint Shri / Smt. \_\_\_\_\_ resident of \_\_\_\_\_ in the district of \_\_\_\_\_ in the state of \_\_\_\_\_ or failing him / her, Shri / Smt. \_\_\_\_\_ resident of \_\_\_\_\_ in the district of \_\_\_\_\_ in the state of \_\_\_\_\_ as my / our proxy to attend and vote for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Monday, 12<sup>th</sup> Day of August, 2024 at 12.30 P.M. at 912, 9<sup>th</sup> Floor, Runwal R - Square, LBS Road, Opp. Veena Nagar, Mulund West, Mumbai – 400080, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this \_\_\_\_ day of \_\_\_\_\_ 2024 \_\_\_\_\_

Signature of first named/sole shareholder

\_\_\_\_\_

Signature of Proxy

Name: \_\_\_\_\_

Address: \_\_\_\_\_

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.**

# SHINE FASHIONS (INDIA) LIMITED

CIN-L17299MH2019PLC330440

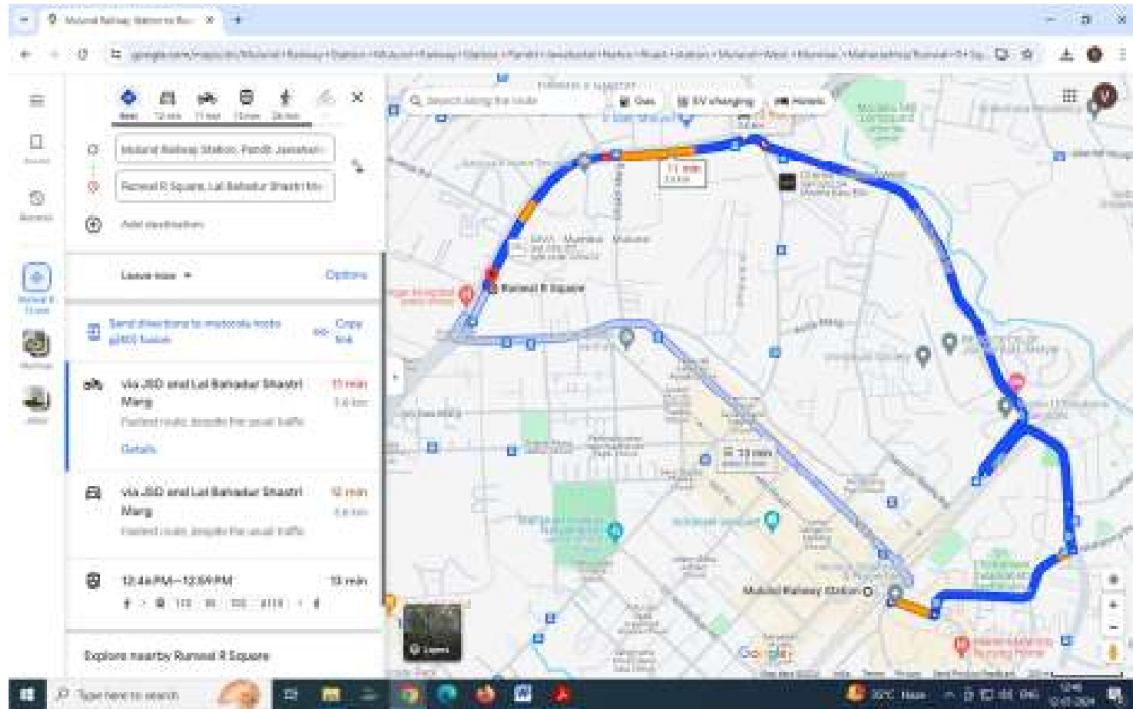
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## ROUTE MAP

### LOCATION AND DIRECTIONS TO REACH THE VENUE OF ANNUAL GENERAL MEETING



# SHINE FASHIONS (INDIA) LIMITED

CIN-L17299MH2019PLC330440

912, 9<sup>th</sup> Floor, Runwal R - Square, LBS Road, Opp. Veena Nagar,  
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**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
DIN	08560132
Type	Director
Date of Birth	30/03/1960
Age	64 years
Date of Appointment as Director	11/09/2019
Date of Appointment as Whole Time Director	-
No. of Equity Shares held in company as on 31 <sup>st</sup> March, 2024	5,99,400
Educational Qualification & Expertise in Specific Functional area	He has an Educational Qualification of T.Y.B.com
Experience	More than 23 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 2023-24	4
Terms and Conditions	There is no change in the terms and condition.
Remuneration Sought to be paid	0
Remuneration last paid	0