

SANG FROID LABS (INDIA) LTD.

CIN : L74899DL1994PLC061386

Reg Office :- B-3/082, Sunny Vally, Co-op-Housing Society, Plot No: 27, Sector-12,
Dawarka, New Delhi-110078.

Corporate office :- 1st Floor, "SAPAN HOUSE", 10-B, The Government Servants Co-Op Housing Society Ltd.,
Near Municipal Market, C G Road, Navrangpura, Ahmedabad-380 009.

E-MAIL: gnas7102@gmail.com, Ph No: 9909027454, 079-26446672

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting No. 1/2017-18 of the Members of Sang Froid Labs (India) Limited will be held on Saturday, 19th August, 2017 at "Drool Kitchen", Ground Floor, Sector 10 Metro Station, New Delhi, Delhi 110075 at 11.00 A.M.

SPECIAL BUSINESS :

ITEM NO 1: Appointment of Statutory Auditors to fill casual vacancy

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

"RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time and in pursuance to recommendation of Audit Committee, consent of the members be and is hereby given to appoint M/s. Jitendra Prajapati & Associates, Chartered Accountants (FRN: 137005W), Ahmedabad as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Dilip Daga & Co., Chartered Accountant (FRN No: 00469W), Ahmedabad to hold office till the conclusion of next ensuing Annual General Meeting, at such remuneration payable to them for the financial year ending March 31, 2017 as may be mutually agreed by Chairman of the Company and the Auditors."

ITEM NO 2: Adoption of new set of Articles of Association of the Company containing the regulations in conformity with the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Registered Office:

B-3, Flat No. 802, Sector-12, Plot No. 27,
Sunny Valley Co-op-Housing Soc.,
Dawarka,
New Delhi - 110078

By order of the Board

For, Sang Froid Labs (India) Limited

Rajeshbhai Punabhai Savaliya

Director

DIN: 07746573

Date : 18-07-2017

Place : Ahmedabad

NOTES :

1. **A Member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of EGM Notice to the Meeting.
5. In case of joint holders attending the Meeting, only the first holder will be entitled to vote.
6. Relevant documents referred to in the Notice and the Statement under Section 102 of the Companies Act, 2013, will be available at the Registered Office of the Company for inspection by the Members on all working days between 10.00 a.m. and 12.00 noon.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the General Meeting.
8. The Company has appointed M/s. Skyline Financial Service Pvt. Ltd. as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents related to transfers, demat requests, change of address intimations and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as Unit: Sang Froid Labs (India) Limited.

Skyline Financial Services Private Limited

Address : D-153-A, 1st Floor, Okhla Industrial Area

Phase –I New Delhi- 110 020

Tel. : 011-67432681

Fax : 011-26812682

E-Mail : admin@skylinerta.com

9. As the Company has adopted the practice of Green Initiative, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Relevancy of questions and the order of speakers at the Meeting will be decided by the Chairman.
11. **Voting through electronic means:**

In Compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facilities to the Members to cast their votes electronically in respect of the business to be transacted at the General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is as under:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 16th August, 2017 at 10.00 a.m. and ends on 18th August, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date which is 12th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now enter your User ID
 - 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	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 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Sang Froid Labs (India) Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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

Other instructions:

- (i) The Voting rights of the shareholders shall be in proportion to their shares of the paid-up equity.
- (ii) Mr. Ravi Kapoor, Practising Company Secretary (Membership No. FCS 2587), having his office at, M/s. Ravi Kapoor & Associates, Practising Company Secretaries, 4th Floor, "Shaival Plaza", Ellisbridge, Ahmedabad-380006, has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
- (iii) The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sangfroidlabs.com and on the website of CDSL www.cdslindia.com immediately after declaration of result by the Chairman or a person authorised by him in this behalf. The Results also be uploaded on the BSE listing portal.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

M/s. Dilip Daga & Co., Chartered Accountants, Ahmedabad, has tendered their resignation as a Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company. As envisaged by section 139 (8) of the Companies Act, 2013 ("Act") casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting.

The Board proposes that M/s. Jitendra Prajapati & Associates, Chartered Accountants, Ahmedabad, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Dilip Daga & Co., Chartered Accountants, Ahmedabad. M/s. Jitendra Prajapati & Associates, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation to hold office as Statutory Auditors till subsequent Annual General Meeting.

The Board of Directors recommends the resolution set out at Item No. 1 of the notice for your approval.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

ITEM NO. 2:

The current Articles of Association of Company were framed at the time of formation of the Company in the year 1994, as per the provisions of the erstwhile Companies Act, 1956. The Articles have been amended from time to time depending upon the need for changes in line with the regulatory / administrative requirements.

With the enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and some new provisions have been added. In view of the same the existing Articles of Association of the Company need to be re-aligned as per the provisions of the new Act and felt that it is expedient to replace the existing Articles of Association with the new Articles of Association.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The draft Articles of Association are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to 05:00 p.m. on Friday, 18th August, 2017 and shall also make available at the venue of General Meeting

The Board of Directors recommends the resolution set out at Item No. 2 of the Notice for your approval.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

Registered Office:

B-3, Flat No. 802, Sector-12, Plot No. 27,
Sunny Valley Co-op-Housing Soc.,
Dawarka,
New Delhi - 110078

Date : 18-07-2017

Place : Ahmedabad

By order of the Board

For, Sang Froid Labs (India) Limited

Rajeshbhai Punabhai Savaliya

Director

DIN: 07746573

SANG FROID LABS (INDIA) LIMITED

CIN: L74899DL1994PLC061386

REGISTERED OFFICE: B-3, Flat No. 802, Sector-12, Plot No. 27, Sunny Valley Co-op-Housing Soc., Dawarka, New Delhi – 110078.

ATTENDANCE SLIP

(Please complete this Attendance Slip, and hand it over at the entrance of the meeting hall.)

*DP. ID. No. : _____ *Client Id. No. : _____

Ledger Folio No. : _____

NAME AND ADDRESS OF THE SHAREHOLDER : _____

No. of Share(s) held : _____

I, hereby record my presence at the Extra-ordinary General Meeting no. 1/2017-18 of Sang Froid Labs (India) Limited to be held on Saturday, 19th August, 2017 at "Drool Kitchen", Ground Floor, Sector 10 Metro Station, New Delhi, Delhi – 110 075.

• I certify that I am member/proxy of the Company.

Signature of the shareholder or proxy

SANG FROID LABS (INDIA) LIMITED

CIN: L74899DL1994PLC061386

REGISTERED OFFICE: B-3, Flat No. 802, Sector-12, Plot No. 27, Sunny Valley Co-op-Housing Soc., Dawarka, New Delhi – 110078.

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014

Name of the member (s) : _____

Registered Address : _____

E-mail ID : _____

Folio No/Client ID-DP ID : _____

I/we, being the member (s) and holder of _____ shares of Sang Froid Labs (India) Limited, hereby appoint

1. Name : _____

Address : _____

E-mail ID : _____ Signature : _____ or failing him

2. Name : _____

Address : _____

E-mail ID : _____ Signature : _____ or failing him

3. Name : _____

Address : _____

E-mail ID : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting no. 1/2017-18 of the Company, to be held on the Saturday, 19TH August, 2017 at "Drool Kitchen", Ground Floor, Sector 10 Metro Station, New Delhi, Delhi – 110 075 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution
1.	Appointment of Statutory Auditors to fill casual vacancy.
2.	Adoption of new set of Articles of Association of the Company containing the regulations in conformity with the Companies Act, 2013.

Signed this _____ day of _____, 2017

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

**Affix
Revenue
Stamp not
less than
Rs. 1/-**

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.

Route Map :



If undelivered please return to :

SANG FROID LABS (INDIA) LIMITED

CIN: L74899DL1994PLC061386

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