



CIN : U17200GJ2014PLC078738

Angel
Fibers Limited

Date: 31st AUGUST,2019

**To,
The Department of Corporate Services,
BSE Limited, Mumbai**

Script Code: 541006 Script ID: ANGEL ISIN: INE339Z01011

SUB: NOTICE OF 5TH ANNUAL GENERAL MEETING

Respected Authority,

With respect to the above cited subject, we hereby intimate you that 5th Annual General Meeting of the company is scheduled to be held on 30th September,2019 Monday at 11:00 A.M. at factory premises situated at survey no.100/1,Kalavad-Ranuja road, Haripar, Tal: kalavad, Dist: Jamnagar-361013 (Gujarat). Drafted notice is also enclosed herewith for you ready reference.

Kindly take the same on your records.

Thank you

Yours faithfully,
For **ANGEL FIBERS LIMITED**


REENA KANABAR
Company Secretary & Compliance Officer



NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF ANGEL FIBERS LIMITED WILL BE HELD ON 30TH DAY OF SEPTEMBER, 2019 AT 11.00 A.M. AT FACTORY PREMISES SITUATED AT SURVEY NO. 100/1, KALAVAD-RANUJA ROAD, HARIPAR, TAL: KALAVAD, DIST: JAMNAGAR-361013 (GUJARAT). TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year Ended on 31st March, 2019, together with the Directors and Auditors Report.
2. To appoint Mrs. Prafullaben Ashokbhai Dudhagra (DIN : 07965907), Who Retires by Rotation and being eligible, offers herself for Re-appointment and for the said purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary resolution.

"RESOLVED THAT Mrs. Prafullaben Ashokbhai Dudhagra (DIN : 07965907), Who Retires by Rotation in terms of section 152 of Companies Act,2013 and being eligible be and is hereby re-appointed as director of the company whose office shall be liable to retirement by rotation".

3. To consider the ratification of appointment of M/s H. B. Kalaria & Associates, Chartered Accountants, Rajkot as Statutory Auditor of the Company.

The chairman informed that the M/s H. B. Kalaria & Associates, Chartered Accountants, Rajkot (Firm Registration No. 104571W) were appointed by the shareholders at the 2nd Annual General Meeting to hold office until the conclusion of the 6th Annual General Meeting subject to ratification by shareholders at each Annual General Meeting at such remuneration plus taxes as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS

4. To pass special resolution on remuneration payable to Managing Director and Whole-time director in case of loss or Inadequate profit.

"RESOLVED THAT pursuant to the Provisions of section 197 & 198 of the Companies Act, 2013 and the rules made there under read with Schedule V of companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the approval of the members of the Company be and is hereby accorded for giving minimum remuneration to Managing Director & Whole-time Director in case of loss or Inadequate profit as mentioned in the Explanatory Statement."

"RESOLVED FURTHER THAT in the event of any statutory amendments or future Modifications, Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration) subject to limits prescribed by law."

5. Approve the remuneration of the Cost Auditors for the financial year 2019-20 and & to Consider and if thought fit, to pass, with or without modifications, the following Resolutions as ordinary resolution :

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Diwanji & Company, Cost Auditors appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

By order of the board

Date: 31.08.2019

Place: Rajkot

For, ANGEL FIBERS LIMITED



Reena Kanabar
Company Secretary & Compliance Officer

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member. Proxies in order to be effective must be duly stamped and received by the company at least 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. For the convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by the attendance slip, annexed to the proxy form. Members are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the attendance slip and hand it over at the counters at the venue.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.

5. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID and Client ID in the Attendance slip/ Proxy Form, for easier identification of attendance at the Meeting.
6. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day(except Sunday and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.
7. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
8. Notice of this Annual General Meeting, Audited Financial Statements for 2018-19 along with Directors' Report and Auditors' Report are available on the website of the company www.angelfibers.com
9. As per circulars issued by the Ministry of corporate Affairs, Members are requested to provide their e-mail address to the company / RTA or update the same with their depositories to enable the Company to send the documents in electronic form.
10. Members are requested to quote Folio number in all their correspondences.
11. Members are requested to address all correspondence, including change in their address, to the company or the Registrar and Share Transfer Agent, M/s Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 24/09/2019 to 30/09/2019 (both days inclusive).
13. Members are requested to bring their copy of Annual report of the meeting as the same shall not be circulated thereat.
14. Physical copy of whole Audit Report along with notice of the meeting is to be sent by courier and also be mailed to the share-holders whose e-mail id is registered with company or RTA.
15. Pursuant to the prohibition imposed vide Section 118 of the Companies Act,2013 read with Secretarial Standard on General Meetings (SS-2)issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.
16. Company is providing e-voting facility to shareholders to cast their votes. For that purpose whole process and guidelines for e-voting are mentioned herein below.

Remote e-Voting Start Date	27-09-2019
Remote e-Voting Start Time	10 A.M.
Remote e-Voting End Date	29-09-2019
Remote e-Voting End Time	5:00 P.M.
Cut-off Date	23-09-2019
Date of AGM	30-09-2019
AGM Start Time	11 A.M.



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

Item No.4

Minimum remuneration for Mr. Ashokbhai Mavjibhai Dudhagra (Managing Director) was fixed Rs. 1,00,000 (60000+20000+5000+15000) (basic + HRA + medical + other allowance respectively) in the agreement made between Company & Managing Director and Rs.25,000 (16000 +7000 +2000) (basic + HRA + medical respectively) for Mr. Ankur Bakuleshbhai Jani (Whole-time Director). Therefore this limit is fixed as minimum remuneration for MD and WTD in case of loss and inadequacy of profits.

Moreover in the event of any statutory amendments or future Modifications, Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration) subject to limits prescribed by law.

Item No.5

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. Diwanji & Co. Cost Auditors at remuneration of Rs. 35,000/- plus taxes as applicable and reimbursement of out-of pocket expenses, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

In accordance with the provisions of the Sec 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought.

The Directors recommends the resolution for members' approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Date: 31.08.2019

Place: Rajkot

For, ANGEL FIBERS LIMITED

Reena Kanabar

Company Secretary & Compliance Officer

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Regd. Office: Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road,
Rajkot

GUIDELINES FOR E-VOTING

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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***

5. Your password details 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 enter the ‘initial password’ and the system will force

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- 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, your 'initial password' is communicated to you on your postal address.
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.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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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 _____ **<Please mention the e-mail ID of Scrutinizer>** with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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FORM NO. MGT-11

PROXY FORM

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

Name of the member(s):

Registered Address:

.....

E-mail ID:

Folio/ DP ID - Client ID No.:

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

1. Name :Address :.....

E-mail Id :.....Signature :....., or

failing him,

2. Name :..... Address:.....

E-mail Id :..... Signature:....., or

failing him,

3. Name : Address:.....

E-mail Id:..... Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5THAnnual general meeting of the company, to be held on 30th September, 2019 At 11.00 A.M. At Factory Premises Of The Company Situated At Survey No. 100/1, Kalavad-Ranuja Road, Haripar, Tal: Kalavad, Dist: Jamnagar-361013 (Gujarat). For all the resolutions as mentioned in AGM notice.

Signed this..... day of..... 2019

Signature of shareholder Signature of Proxy holder(s)

Affix revenue stamp

NOTE:

1. 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.

2. Please complete all details of member(s) in the above box before submission.

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Regd. Office: Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road,
Rajkot

ATTENDANCE SLIP

5TH ANNUAL GENERAL MEETING

Folio No. DP ID No.* Client ID No.....

I hereby record my presence at the 5th Annual General Meeting of the Company to be held on On 30th Day of September, 2019 At 11.00 A.M. At Factory Premises Of The Company Situated At Survey No. 100/1, Kalavad-Ranuja Road, Haripar, Tal: Kalavad, Dist: Jamnagar-361013 (Gujarat)

Name of the Shareholder :

Name of the Proxy :

Signature of member/proxy :

NOTE:

1. To be signed at the time of handing over this slip.
2. Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.