

GUJCHEM DISTILLERS INDIA LIMITED

Registered Office: Office No.6, 2nd Floor, National Chambers, Near City Gold,
Ashram Road, Ahmedabad-380009, Gujarat

Phone No.: +91-9998933378
CIN:L24230GJ1939PLC002480

Email: gujchemdistillers@gmail.com
Website: www.gujchemdistillers.in

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"),
read with the Companies (Management and Administration) Rules, 2014)**

Dear Members,

Notice is hereby given to the members of **GUJCHEM DISTILLERS INDIA LIMITED** ("the Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020 and General Circular No. 39/2020 dated 31st December 2020 issued by the Ministry of Corporate Affairs (the "MCA Circulars"), and Securities Exchange Board of India, vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("Circular") and Securities Exchange Board of India, vide its circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any other applicable laws and regulations, to transact the below mentioned proposed Special Businesses by the members of the **Gujchem Distillers India Limited** ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

Considering the ongoing COVID-19 pandemic and in accordance with the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its Members who have registered their email addresses with the Company or Depository Participant(s) ("DPs") and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 5:00 p.m. (IST) on Wednesday, 16th March, 2022, failing which it will be considered that no reply has been received from the Member.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In accordance with the provisions of Section 108 of the Companies Act, 2013 read

with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means. The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolutions proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Thursday, 17th March, 2022 by 5:00 p.m. at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange, Bombay Stock Exchange of India Limited (BSE) where Equity Shares of the Company are listed.

The resolutions for the purpose as stated herein below are proposed to be passed by remote e-voting:

RESOLUTION 1: TO CONSIDER AND APPROVE ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and are hereby accorded to replace the main object clause of Memorandum Association of Company in the following manner:

The following new main objects shall be replaced with the existing main object of the Memorandum of Association of the Company with sub-clauses 1, 2, 3, 4 & 5 of clause III as follows:

THE MAIN OBJECT CLAUSE TO BE PURSUED BY THE COMPANY AFTER THE CHANGE OF NAME ARE:

1. To carry on the business of providing Analytics, decision solutions, business solutions, setting up of development centers, business process outsourcing, software - designing, development, customization, implementation, maintenance, testing & benchmarking, offer professional services in India

and abroad including placement of consultants, and to import, export, sell, purchase, distribute, host or otherwise deal in various own and third party computer software, products, platforms, packages.

2. To carry on in India or abroad either alone or jointly with one or more person(s), government, local or other bodies to provide technology solutions and platforms catering to businesses, thus enabling them with rapid on boarding and servicing of customers, improved service efficiency and ease of use, and innovative service delivery mechanisms.
3. To Offer consultancy services in technical and business management.
4. To conduct whether in India or elsewhere the business of retailing and marketing of fuel, dispensers, outdoor payment terminals, point of sale systems, end-to-end fuel station automation and fuel management projects, offering auto LPG, CNG, multi-fuel, alternative fuels, support services and flexible solutions to the downstream fuel retailing industry and to carry on such associated and related services including supplying, importing and exporting in this relation.
5. To carry on the business of manufacturing and dealing in dyes, dye intermediates, pigments, chemicals, chemical compounds (organic and inorganic) in all forms and Chemical products of any nature and kind whatsoever and all by-products and joint products thereof and to manufacture, set up in-house research and developments centre, Research and Development efforts for reducing pollution particularly Bio Oxygen Demand (BOD), Chemical Oxygen Demand (COD) and also to design special machines, process to evaporate non-biodegradable CODs and to remove colouring matter and to design special machines, process to evaporate high Total Dissolved Solids (TDS) effluent with no air pollution, buy, sell, import, export and deal in chemical, chemical compounds, chemical products carry on business as chemical engineers, analytical chemists, importers, exporters, manufacturers and dealers in dyes, dye intermediates, pigments, heavy chemicals, acid alkalies, petro chemicals, chemical compounds and chemicals of all kind (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin extracts, essences, solvents, plastics of all types, dye stuff, intermediates, textile auxiliaries, cellophanes, colour dyes, paints, varnishes, vat and other organic dyestuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, biochemicals and pharmaceuticals, medicinal, sizing, bleaching, photographic and other preparation and articles, acids, alkalies, petrochemicals, chemical medicines, drugs, pharmaceuticals, antibiotics, tannin, tannin extracts, essences, solvents, plastic of all types, dyes, dye stuff, intermediate, paints, varnishes, disinfectants, insecticides, fungicides, deodorants, bio-chemicals, and sizing, bleaching and photographic materials.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on behalf of the Company to sign and

submit necessary E-Forms forms with the Registrar of Companies, Ahmedabad and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION 2: TO CONSIDER AND APPROVE NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and are hereby accorded to substitute the existing Memorandum of Association of the Company with new sets of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on behalf of the Company to sign and submit necessary E-Forms with the Registrar of Companies, Ahmedabad and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION 3: TO CONSIDER AND APPROVE NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and are hereby accorded to substitute the existing Articles of Association of the Company (AOA) with new sets of Articles of Association (AOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms with the Registrar of Companies, Ahmedabad and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION 4: TO CONSIDER AND APPROVE SUB-DIVISION OF FACE VALUE OF THE EQUITY SHARES OF THE COMPANY:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61(1) (d) and all other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [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 for sub-division of each existing equity share of face value of ₹ 10/- (Rupees Ten only) each into Ten (10) equity shares of face value of ₹1/- (Rupee One Only) each, which shall rank pari passu in all respects with the existing equity shares with effect from the record date.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company with effect from the record date, each equity share of the Company of face value of ₹10/- (Rupees Ten Only) each in the issued, subscribed and paid-up equity share capital shall stand sub-divided into Ten (10) equity shares of face value of ₹1/- (Rupee One Only) each.

RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid and with effect from the record date, the existing share certificate(s) in relation to the issued equity shares of the face value of ₹ 10/- (Rupees Ten Only) each, shall be deemed to have been automatically cancelled and shall be of no effect and that the Board may, without requiring surrender of the existing Share Certificate(s) by the members, issue new Share Certificate(s) of the Company, in lieu of the existing share certificate(s) and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members of the Company held with Depository Participants, in lieu of the existing credits present in respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of sub-division of Equity Shares to the number with effect from the record date, to delegate all or any of its powers herein conferred to the Company Secretary or any other officer(s) of the Company, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders.”

RESOLUTION 5: TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary and subject to approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorised Share Capital of the Company is ₹10,00,00,000 (Rupees Ten Crores Only) divided into 9,60,00,000 (Nine Crore Sixty Lacs) Equity Shares of ₹1/- (Rupee One Only) each, 15,000 (Fifteen Thousand) 11% Cumulative Redeemable Preference Shares, free of Company's tax of ₹100 (Rupees Hundred Only) each (First Issue) and 20,000 (Twenty Thousand) 11% Cumulative Redeemable Preference Shares, free of Company's tax of ₹100 (Rupees Hundred Only) each (Second Issue) and 50,000 (Fifty Thousand) unclassified shares of ₹10 (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

SD/-
RAJASVEE SAGAR SHAH
MANAGING DIRECTOR
DIN: 08265565

DATE: 25/01/2022
PLACE: Ahmedabad

REGISTERED OFFICE:
Office No.6, 2nd Floor, National Chambers, Near
City Gold, Ashram Road, Ahmedabad-380009, Gujarat

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Devesh Khandelwal proprietor of M/s. Khandelwal Devesh & Associates, Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
3. The Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of CDSL to provide E-voting facility to its Members. Detailed instructions on E-voting are in note no. 9 of this notice.
4. The Notice is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. Friday, 4th February, 2022 will receive the Notice through electronic mode only.
5. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company at www.gujchemdistillers.in.
6. A Member cannot exercise his vote by proxy on postal ballot.
7. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
8. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Ms. Sangeeta Amit Khyani, Company Secretary and Compliance Officer of the Company at the Registered office of the Company at Office No.6, 2nd Floor, National Chambers, Near City Gold, Ashram Road, Ahmedabad-380009, Gujarat or by sending an e-mail at gujchemdistillers@gmail.com.
9. **The procedure and instructions for members for voting electronically are as under:**
 - (i) The voting period begins on Tuesday, 15th February, 2022 at 09.00 a.m. and ends on Wednesday, 16th March, 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 4th February, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders shall log on to the e voting website www.evotingindia.com.
- (iii) Click on "Shareholders/Members" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details Field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <GUJCHEM DISTILLERS INDIA LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
- (xxi) The Scrutinizer will submit the results to the Chairperson after completion of the scrutiny of the remote e-voting, and the results of the voting by Postal Ballot will be announced on Thursday, 17th March, 2022 on or before 5.00 p.m. at the Registered Office of the Company at Office No.6, 2nd Floor, National Chambers, Near City Gold, Ashram Road, Ahmedabad-380009, Gujarat
- (xxii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gujchemdistillers.in and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- (xxiii) The resolutions, if approved by the requisite majority of Members by means of Postal Ballot shall be deemed to have been passed on the last date of voting, i.e., Wednesday, 16th March, 2022.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

ITEM NO. 1: TO CONSIDER AND APPROVE ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive and to include new activities to be undertaken by Company as main object as mentioned in the resolution above, it is proposed to replace all the existing objects in the main object clause of the Memorandum of Association of the Company. Therefore, there is need to alter the present objects mentioned in Main Object Clause III of MOA by replacing it of new sub-clauses as 1, 2, 3, 4 & 5 in the main object Clause of the Memorandum of Association of the Company.

The principal business of the Company at present is of Acetic acid and Auxiliaries & Chemicals and also provides services as commission agent but currently the Company is not doing these business activities. The Board feels that Company should commence its business operations by undertaking activities in new sectors as stated in the above resolution.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice which would be subject to the approval of Members. The Board has approved alteration of the object clause of MOA of the Company and the Board now seeks Members' approval for the same through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

Sagar Samir Shah and Rajasvee Sagar Shah Directors and other Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 1 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 2: TO CONSIDER AND APPROVE NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER COMPANIES ACT, 2013:

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act. The Alteration of Memorandum of Association (MOA) is necessary to bring the existing Memorandum of Association (MOA) in line with the new Companies Act, 2013.

According to the new Act, the Companies now have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore, it is important to alter and adopt the new set of Memorandum of Association (MOA) as per the Companies Act, 2013. The new set of Memorandum of Association (MOA) is based on Table-A of the Companies Act, 2013.

A Copy of the proposed set of new Memorandum of Associations (MOA) of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions save and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 2 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 3: TO CONSIDER AND APPROVE NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013:

The existing Articles of Association (AOA) is based on the erstwhile Companies Act. The Alteration of Articles of Association (AOA) is necessary to bring the existing Articles of Association (AOA) in line with the new Companies Act, 2013.

With the coming into force of the new Act, several regulations of the existing Articles of Association (AOA) of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing Articles of Association (AOA) by a set of new Articles.

The new Articles of Association (AOA) to be substituted in place of existing Articles of Association (AOA) are based on Table-F of the Companies Act, 2013 which sets out the model of Articles of Association (AOA) for a Company limited by shares.

A Copy of the proposed set of new Articles of Association (AOA) of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions save and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 3 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 4: TO CONSIDER AND APPROVE SUB-DIVISION OF FACE VALUE OF THE EQUITY SHARES OF THE COMPANY:

The Equity shares of the Company are listed on BSE Limited. In order to improve the liquidity of our Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to increase investor's base, the Board of Directors of the Company, in its meeting held on Tuesday, 25th January, 2022 have approved the Sub-division of the nominal value of Equity shares of the Company of ₹10/- (Rupees Ten Only) each into smaller denomination of ₹1/- (Rupee One Only) each, subject to the approval of Members.

Accordingly, each Equity share of the Company of the nominal value ₹10/- (Rupees Ten Only) each existing on the Record Date, shall stand sub-divided into 10 Equity shares of the nominal value

of ₹1/- (Rupee One Only) each. The Record Date for the aforesaid Sub-division of Equity shares will be fixed after the approval of shareholders is obtained, pursuant to this Postal Ballot.

The Board recommends the Resolution as set out in Item No. 4 of the accompanying Notice for the approval of Members of the Company as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 5: TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company proposes to sub divide face value of its Equity shares and the proposed Sub-division of the Equity shares of the Company of ₹10/- each into smaller denomination of ₹1/- each requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 4 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed Sub-division of face value of Equity shares from 10/- each to ₹1/- each. i.e. from 10,00,00,000 (Rupees Ten Crores Only) divided into 9,60,00,000 (Nine Crore Sixty Lacs) Equity Shares of ₹1/- (Rupee One Only) each, 15,000 (Fifteen Thousand) 11% Cumulative Redeemable Preference Shares, free of Company's tax of ₹ 100 (Rupees Hundred Only) each (First Issue) and 20,000 (Twenty Thousand) 11% Cumulative Redeemable Preference Shares, free of Company's tax of ₹ 100 (Rupees Hundred Only) each (Second Issue) and 50,000 (Fifty Thousand) unclassified shares of ₹ 10 (Rupees Ten Only) each.

The Board of Directors of your Company has approved this item in its Meeting held on Tuesday, 25th January, 2022 and recommends the Resolution as set out in Item No. 5 of the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions save and except to the extent of their respective interest as shareholders of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

**RAJASVEE SAGAR SHAH
MANAGING DIRECTOR
DIN: 08265565**

DATE: 25/01/2022

PLACE: Ahmedabad

REGISTERED OFFICE:

Office No.6, 2nd Floor, National Chambers, Near
City Gold, Ashram Road, Ahmedabad-380009, Gujarat