

# VEERAM SECURITIES LIMITED

(CIN: L65100GJ2011PLC064964)

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Opp. Orchid Park, Ramdevnagar Road, Satellite, Ahmedabad  
Email: [complianceveeram@gmail.com](mailto:complianceveeram@gmail.com) Mo.No.9925266150

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## NOTICE

NOTICE is hereby given that the **11th Annual General Meeting** of the Members of the Company will be held on Friday, 30<sup>th</sup> September, 2022 at 10.00 A.M. at the Registered Office of the Company to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022, together with reports of the Board and Auditors thereon and in this regard to pass the following resolution as an “**Ordinary Resolution**”:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mrs. Pinal Rakshitbhai Shah (DIN: 06799639) who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013. Mrs. Pinal Rakshitbhai Shah (DIN: 06799639) who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.
3. To appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard, 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 Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Bhagat & Co (ICAI Firm Registration No. 127250W), be and are hereby re-appointed as Statutory Auditors of the Company for term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of

the 16<sup>th</sup> Annual General Meeting to be held in the year 2027, at a remuneration and out of pocket expenses as may be decided by the board of directors and the auditor for the financial year 2021-22, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure of four years, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

#### **SPECIAL BUSINESS:**

#### **4. TO REGULARIZE APPOINTMENT OF ADDITIONAL DIRECTOR MR. GIRDHARILAL PAMNANI:**

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Girdharilal Pamnani (DIN:09443829), who was appointed as Additional Director of the company with effect from 25th July 2022 by the Board of Directors, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and as recommended by the Nomination and Remuneration Committee and who holds office only up to the date of the ensuing annual general meeting of the company be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

#### **5. TO REGULARIZE APPOINTMENT OF MR. VIRENDRA THAKER AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF 5 YEARS.**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN **“ORDINARY RESOLUTION”**:

**“RESOLVED THAT** pursuant to provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Virendra Thaker (DIN: 02757368) who was appointed as an Additional director of the company with effect from 14<sup>th</sup> December 2021 and was regularized in the Extra Ordinary General Meeting held on 1<sup>st</sup> day of April, 2022 to hold office only upto the date of the ensuing annual general meeting of the

company, as recommended by the Nomination and Remuneration Committee, Mr. Virendra Thaker (DIN: 02757368), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

**6. TO REGULARIZE APPOINTMENT OF MR. UMESH GOR AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF 5 YEARS.**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN **“ORDINARY RESOLUTION”**:

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and 164 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee, Mr. Umeshbhai Rasiklal Gor (DIN: 08845586), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

**7. TO CONSIDER INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

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 61, Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force), enabling provisions of the Memorandum and Articles

of Association of the Company, and other law, notifications and regulations as may be applicable, the Authorised Share Capital of the company be is hereby increased from existing Rs. 15,04,00,000/- (Rupees Fifteen Crore Four Lakh only) divided into 7,52,00,000 (Seven Crore fifty two lakh only) equity shares of Rs. 2/- (Rupees Two) each to Rs.20,04,00,000 (Twenty Crores Four Lakh Only) divided into 10,02,00,000 (Ten Crore two lakh only) equity shares of Rs. 2/- (Rupees Two only) each by the creation of additional 2,50,00,000 (Two Crore fifty Lakh only) equity shares of Rs. 2/- (Rupees Two only) each ranking pari passu in all respects with the existing equity shares of the company and consequently Clause V of the Memorandum of Association be and is hereby substituted by the following.

**“V. The Authorized Share Capital of the Company is 20,04,00,000 (Twenty Crores Four Lakh Only) divided into 10,02,00,000 (Ten Crore two lakh only) equity shares of Rs. 2/- (Rupees Two only) each.”**

**“RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

**8. TO CONSIDER ISSUE OF BONUS SHARES TO EXISTING EQUITY SHARE HOLDERS OF THE COMPANY:**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION (S) THE FOLLOWING RESOLUTION AS AN **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to provisions of Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of Companies (Share Capital & Debenture Rules),2014 (including any amendment thereto or re-enactment thereof), consent of the shareholders be and is hereby accorded to capitalize sum not exceeding Rs. 5,04,27,235 (Five Crore Four Lakh Twenty Seven Thousand Two hundred and Thirty-Five) out of Free Reserves of the company and transfer to Share Capital Account towards issuance and allotment of fully paid equity of 2,52,13,617.5/- (Rupees Two Crore Fifty-Two Lakh Thirteen Thousand Six Hundred and Seventeen only of Rs. 2/- (Rupees Two Only) each as Bonus Shares credited as fully paid up to the members of the Company holding Equity shares of Rs. 2/-(Rupees Two Only) each whose names stand in Register of members of the Company as on the Record Date as the Board of Directors may determine, in that behalf in the proportion of 01 (One) new Fully Paid up Equity Shares of Rs. 2/-(Rupees Two Only) each for every 02 (Two) existing Equity Shares of Rs. 2/-(Rupees Two Only) each (fractional entitlements of Bonus shares shall be rounded off to one) held as on the record date and that the bonus shares so issued and allotted, be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income.”

**“RESOLVED FURTHER THAT** the Bonus Equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank Pari passu with the existing Equity shares. No Letters of allotment shall be issued for the Bonus shares.”

**“RESOLVED FURTHER THAT** the duly signed Share Certificates in respect of the New Equity Shares will be issued and dispatched to the shareholders who holds the existing Equity Shares, within the period prescribed.”

**“RESOLVED FUTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution of the new Equity Shares and its decision shall be final and binding.”

**BY ORDER OF THE BOARD OF DIRECTORS**

**S/D**

**MAHENDRA R SHAH  
MANAGING DIRECTOR  
(DIN: 03144827)**

**DATE: 25/08/2022  
PLACE: AHMEDABAD**

**REGISTERED OFFICE:  
GROUND & FIRST FLOOR,  
7, NATVARSHYAM CO OP HO S LTD,  
OPP. ORCHID PARK. RAMDEVNAGAR ROAD  
SATTELITE, AHMEDABAD-380051**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% 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 SHAREHOLDER.

2. The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorization document authorizing their representative to attend and vote on their behalf at the AGM.
5. Members / Proxies / Authorized Representatives are requested to bring their Attendance Slip; which is enclosed herewith. Members, who hold shares in electronic form, are requested to write their DP ID and Client ID number/s and those who hold shares in physical form, are requested to write their Folio Number/s in the Attendance Slip for attending the AGM to facilitate identification of Membership at the AGM.
6. The Register of Members and Share Transfer Books shall remain closed from 24<sup>th</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive) for the purpose of Annual General Meeting (AGM).
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
8. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
10. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred /

dematerialized.

11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
14. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, Kfin Technology Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
15. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. The Annual Report of the company will also be available on the Company's website [www.veeramsecuritiesltd.com](http://www.veeramsecuritiesltd.com)
16. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
17. Procedure of Voting at the AGM In addition to the remote e-voting facility as described below, the company shall arrange voting facility at the venue of AGM through Ballot Paper and the members attending the meeting, who have not already cast their votes by remote e-voting, will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. Members will need to write on the ballot paper, inter alia, relevant Folio No., DP ID & Client ID and number of shares held etc.

## 18. E-Voting Facility:

- (A) Pursuant to 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Circulars issued by the Ministry of Corporate Affairs dated 8 April 2020, 13 April 2020 and 5 May 2020 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended, the Company is pleased to provide to the members the facility of 'remote e-voting' (evoting from a place other than venue of AGM) to exercise their vote at the 11<sup>th</sup> AGM and accordingly business as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- (B) The Company has appointed CS Shikha Patel, Practising Company Secretary (Membership No. ACS: 43955; CP No: 16201), to act as the Scrutinizer for conducting the remote e- voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- (C) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 23<sup>rd</sup> September, 2022, shall be entitled to avail the facility of remote e-voting system. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- (D) The remote e-voting will commence on Tuesday, 27<sup>th</sup> September, 2022 at 9.00 A.M. and will end on Thursday, 29<sup>th</sup> September 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Thursday, 23<sup>rd</sup> September, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- (E) Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

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

The remote e-voting period begins on Tuesday, 27<sup>th</sup> September, 2022 at 09:00 A.M. and ends on Thursday, 29 September, 2022 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. Friday 23<sup>rd</sup> September, 2022, 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 23rd September, 2022.




**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 and joining virtual meeting for Individual shareholders holding securities in demat mode
- B) 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- C) Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 redirected 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.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 “Login” which is available under ‘Shareholder/Member’ 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</li> </ol>

	<p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</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.

<b>Login type</b>	<b>Helpdesk details</b>
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

**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***

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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.”.
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.
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 [cs.spatelasso@gmail.com](mailto:cs.spatelasso@gmail.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Kautilya Joshi 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 (Company email id).
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 (Company email id). 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 and joining virtual meeting 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.

20. BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/confirmation at the ensuing Annual General Meeting item no. 2 follows.

<b>PARTICULARS</b>	<b>MRS. PINAL SHAH</b>	<b>MR. GIRDHARILAL PAMNANI</b>
Date of Birth	27/09/1981	01/01/1958
Date of Appointment	03/02/2014	25/07/2022
Qualification	She holds the Bachelor degree of Science from the reputed University of Gujarat	MA in Economics and BSC
Brief Profile	Mrs. Pinal Shah is an Indian Resident. She is a Non-Executive Director of the Company.	Mr. Girdharlal Pamnani is MA in Economics and has more than 25 years of Experience in the field of Banking and Finance.
Terms & Conditions of Appointment / Re-appointment	Mrs. Pinal Shah is re-appointed under the retires by rotation	Mr. Girdharilal Pamnani was appointed as Additional Executive Director in the company with effect from 25 <sup>th</sup> July 2022 and is being regularized as Executive Director.
Remuneration last drawn	NIL	--
Relationships between Directors inter-se	Mrs. Pinal R. shah is Wife of Mr. Rakshit M. Shah	--
Directorship held in other companies	3	1
No. of shares held in the Company	1,32,01,640	--
Information as required under circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by BSE.	Mrs. Pinal R. shah is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Girdharilal Pamnani is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

<b>PARTICULARS</b>	<b>MR. UMESHBHAI RASIKLAL GOR</b>	<b>MR. VIRENDRA THAKER</b>
Date of Birth	14-02-1970	10/10/1968
Date of Appointment	23-08-2022	14/12/2021
Brief Profile	Mr. Umesh Gor is an Indian Resident. He is appointed by the company as a Non-Executive Independent Director	Mr. Virendra Thaker is experienced in the profile of administration.
Terms & Conditions of Appointment / Re-appointment	Subject to such terms and conditions of appointment as Non-Executive Independent Director	Subject to such terms and conditions of appointment as Non-Executive Independent Director
Remuneration last drawn	NIL	NIL
Relationships between Directors inter-se	--	--
Directorship held in other companies	2	2
No. of shares held in the Company	--	--
Information as required under circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by BSE.	Mr. Umeshbhai Rasiklal Gor is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Virendra Thaker is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

**PLACE: AHMEDABAD**  
**DATE: 23-08-2022**

**BY ORDER OF THE BOARD OF DIRECTORS**

**S/D-**  
**MAHENDRA RAMNIKLAL SHAH**  
**MANAGING DIRECTOR**  
**(DIN: 03144827)**



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

**Item no.-3**

The Board of Directors in the Board Meeting held on 15th April, 2022 and the member of the company by Extra Ordinary General Meeting (Postal Ballot) on 12th June 2022, appointed M/s. Bhagat & Co, as the Statutory Auditors of the Company for the financial year 2022-2023 to fill the casual vacancy caused by the resignation of M/s. Parth Shah & Associates., till the conclusion of this Annual General Meeting.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. Bhagat & Co., Chartered Accountants (Firm Registration Number: 127250W) as the Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting until the conclusion of the 16<sup>th</sup> Annual General Meeting to be held in the year 2027, at a remuneration and out of pocket of Rs. 20,000/- (Twenty Thousand only) for the financial year 2022-23, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure of four years, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

The Committee considered various parameters and found M/s. Bhagat & Co., Chartered Accountants (Firm Registration Number: 127250W) to be best suited to handle the audit of the financial statements of the Company. M/s. Bhagat & Co., Chartered Accountants (Firm Registration Number: 127250W) have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. As required under SEBI Regulations, M/s. Bhagat & Co., Chartered Accountants (Firm Registration Number: 127250W) have confirmed that they hold valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the ordinary resolution set out in item no. 3 for your approval.

Brief profile / credentials of M/s. Bhagat & Co.:

M/s. Bhagat & Co., Chartered Accountants has experience of over 37 years and they have dedicated team of professionals capable of offering services across a range of disciplines.

M/s. Bhagat & Co., Chartered Accountants, is registered with the Institute of Chartered Accountants of India (Firm Registration No. 127250W) and has subjected themselves to peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The registered office of the Firm is at 24, Laxmi Chambers, Navjeevan Pres Road, Nr. Old High Court, Income Tax, Ahmedabad - 380014.

#### **ITEM NO.-4**

Board of Directors of the company through resolution passes in their meeting held on 25<sup>th</sup> July, 2022 has appointed Mr. Girdharilal Pamnani (DIN: 09443829) as an Additional Director of the Company till the date of ensuing Annual General Meeting of the Company. Considering his experience of more than 25 years of in the field of Banking and Finance, his knowledge and vast experience, his appointment has been proposed as the executive director of the company.

Accordingly in terms of the provisions of Companies Act, 2013 approval of members is sought for regularization of Mr. Girdharilal Pamnani (DIN: 09443829) as Director of the Company. The period of office of Mr. Girdharilal Pamnani shall be liable to determination by retirement of Directors by rotation.

None of the directors are concerned or interested in the proposed resolution except to the extent of their shareholding in the company.

#### **ITEM NO.-5**

Mr. Virendra Thaker [DIN: 02757368] was appointed as an Additional Independent Director of the Company in the Board Meeting held on 14<sup>th</sup> December, 2021 and was regularized in the Extra Ordinary General Meeting held on 1<sup>st</sup> Day of April 2022. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Virendra Thaker holds office up to the date of ensuing Annual General Meeting. Due notice under Section 160 of the Companies Act, 2013 has been received to propose his as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr.

Virendra Thaker, he fulfils the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Virendra Thaker does not hold any equity share of the Company. The period of office of Mr. Virendra Thaker shall not be liable to determination by retirement of Directors by rotation. Brief profile Mr. Virendra Thaker in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mr. Virendra Thaker is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Virendra Thaker fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. The Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years.

The Board recommends passing of the resolution as set out in Item No. 5 of this Notice. None of the Director of the Company except Mr. Virendra Thaker is concerned or interested in this resolution.

#### **ITEM NO.-6**

Mr. Umeshbhai Rasiklal Gor [DIN: 08845586] was appointed as an Additional Independent Director of the Company w.e.f. 23<sup>rd</sup> August, 2022. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Umeshbhai Rasiklal Gor holds office up to the date of ensuing Annual General Meeting. Due notice under Section 160 of the Companies Act, 2013 has been received to propose his as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Umeshbhai Rasiklal Gor, he fulfils the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Umeshbhai Rasiklal Gor does not hold any equity share of the Company. The period of office of Mr. Umeshbhai Rasiklal Gor shall not be liable to determination by retirement of Directors by rotation. Brief profile Mr. Umeshbhai Rasiklal Gor in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mr. Umeshbhai Rasiklal Gor is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Umeshbhai Gor fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Umeshbhai Gor's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years.

The Board recommends passing of the resolution as set out in Item No. 6 of this Notice. None of the Director of the Company except Mr. Umeshbhai Rasiklal Gor is concerned or interested in this resolution.

#### **ITEM NO.-7**

The Board of Directors in its board Meeting held on 10<sup>th</sup> August, 2022 approved the issuance and allotment of bonus shares subject to the approval of the members, the recommendation has been made for the issuance and allotment of bonus shares worth Rs. 5,04,27,235 (Rupees Five Crore Four lakh Twenty Seven thousand Two hundred and Thirty Five only) in the ratio of 1:2 i.e. one equity shares of face value of Rs.2/- (Rupees Two) each for every two equity shares of face value of Rs.2/- (Rupees Two) each held by the members of the Company.

The current Authorized Share Capital of the Company is Rs.15,04,00,000 (Rupees Fifteen Crore four lakh only) and paid up capital is Rs. 10,08,54,470 (Rupees Ten Crore Eight Lakhs Fifty-Four thousand Four hundred and Seventy only). The present authorized capital of the Company is insufficient for further issue of bonus shares by the Company. Therefore, it became necessary for the Company to increase the authorized share capital of the Company.

Accordingly, the Board of directors pursuant to Sections 13 and 61 of the Companies Act, 2013, has recommended the proposal to increase the authorized share capital of the Company from Rs. Rs.15,04,00,000 (Rupees Fifteen Crore four lakh only) to Rs. 20,04,00,000 (Rupees Twenty Crores Four Lakh only). The resolution seeks approval of members by amending the said Clause VI of the Memorandum of Association.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way, concerned or interested in the resolutions except to the extent of holding shares by Directors.

The Board recommends the resolution set forth in Item no.4 for the approval of the members.

#### **ITEM NO. 6**

The Board of Directors at their meeting held on 10<sup>th</sup> August, 2022 recommended issue

of bonus shares in proportion of 1 (One) share for every 2 (Two) equity shares held by the members on a "Record Date" to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of the Reserves.

Pursuant to the provisions of the Articles of Association of the Company and the Companies Act, 2013 and rules made thereunder, the capitalization of reserves and bonus issue thereof, require approval of the members in general meeting. Accordingly, the resolution seeks approval of the shareholders for capitalizing Rs. 5,04,27,235 (Five Crore Four Lakh Twenty Seven Thousand Two hundred and Thirty-Five only) out of the amount standing to the credit of the Reserves, and issue of bonus shares out of the same on the terms and conditions set out in the resolution. The paid up capital of the Company after bonus issue will be Rs.15,12,81,705/- (Fifteen Crore Twelve Lakhs Eighty One Thousand Seven Hundred and Five only).

None of the Directors, Key Managerial Personnel or their respective relatives is in any way, concerned or interested in the resolutions except to the extent of holding shares by Directors. The Board recommends the resolution set forth in Item no5 for the approval of the members.

Accordingly, the Members are requested to consider the special resolutions favorably.

Date: 23-08-2022  
Place: Ahmedabad

**By Order of the Board of Directors**

**S/d**  
**Mahendra Ramniklal Shah**  
**Managing Director**  
**(DIN: 03144827)**