#### (FORMELY KNOWN AS GUJARAT INVESTA LIMITED)

CIN: L17100GJ1993PLC018858

Regd. Office: 252, New Cloth Market, Opp. Raipur Gate, Ahmedabad - 380002.

Phone: 079-22172949

Fax: +91-79-25733663

 $\hbox{\it E-Mail: gujarat.investa@gmail.com} \qquad \qquad \hbox{\it Web: www.gujaratinvesta.com}$ 

#### **NOTICE OF EXTRAORDINARY MEETING**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of ASHTASIDHHI INDUSTRIES LIMITED (FORMERLY KNOWN AS GUJARAT INVESTA LIMITED) will be held on Thursday, 07th December 2023 at 11:00 A.M at the registered office of the Company situated at 252, New Cloth Market, O/s Raipur Gate, Ahmedabad-380002 to transact the following business:

#### SPECIAL BUSINESS:

#### 1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Audit Committee to the Board of Directors, M/s. Nahta Jain & Associates, Chartered Accountants (Firm Registration No. 106801W), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Lunia and Co, Chartered Accountants;

"RESOLVED FURTHER THAT M/s. Nahta Jain & Associates, Chartered Accountants (Firm Registration No. 106801W), be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them;

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution) be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, expedient,

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including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

# 2. TO CONSIDER AND APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013:

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 300 Crores (Rupees Three Hundred Crores only) or equivalent amount in any other foreign currency.

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"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

3. TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT,2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES, OR UNDERTAKING(S) OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease, or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging, or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favor of banks, financial institutions, investors, debenture trustees, or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due repayment of principal and/or together with interest, charges, costs, expenses, and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the

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assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

4. TO INCREASE THRESHOLD LIMITS FOR EXTENDING LOANS, GIVING GUARANTEES, PROVIDING SECURITIES, AND MAKING INVESTMENTS IN SECURITIES IN CONNECTION WITH SECTION 186 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person, and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deemed beneficial and in the interest of the Company, for an amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given

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and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

# 5. APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT,2013:

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only), in its absolute discretion deemed beneficial and in the best interest of the Company.

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"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

BY ORDER OF THE BOARD OF
ASHTASIDHHI INDUSTRIES LIMITED
(FORMERLY KNOWN AS GUJARAT INVESTA LIMITED)

SD/-

Place: AHMEDABAD Dated: 06.11.2023

PURUSHOTTAM AGARWAL CHAIRMAN & DIRECTOR DIN: 00396869

Registered Office: 252 New Cloth Market, Opp. Raipur Gate, Ahmedabad Gujarat 380002

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#### NOTES:

- 1. The 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.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Companies, Societies, etc. must be supported by appropriate resolution/authority as applicable.
- 4. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
- 5. Duplicate attendance slips shall not be issued at the Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Meeting.
- 6. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Meeting.
- 7. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
- 8. As a measure of the economy, copies of the Notice of the Extra Ordinary General Meeting will not be distributed at the venue of the Meeting. The Members are, therefore requested to bring their copies of the Notice to the meeting. Those members who have not received copies of the Notice can collect their copies from the Corporate/ Registered Office of the Company.
- 9. The members are requested to inform changes, if any, in their Registered Address along with the PIN Code Number to the Company Secretary at the registered office address.
- 10. The Registers of Members and Share Transfer Books of the Company will remain closed from Friday 01st December 2023 to Thursday 07th December 2023 (Both days are inclusive)

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- 11.All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 11.00 A.M. to 06:00 P.M. except holidays up to the date of the Meeting.
- 12.In accordance with the provisions of the Act and MCA Circulars, Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ list of beneficial owners as received from depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") and Bigshare Services Pvt. Ltd, the Registrar and Share Transfer Agent of the Company ("LIIPL/RTA") as on **Monday**, 6th November 2023 ("Cut-Off Date") and who have or will register their email address with their depository participant(s) ("DPs") or with RTA in accordance with the process outlined in this Notice.
- 13. Those Members whose Email Id are not registered can get their Email Id registered as follows:
- a. Members holding shares in demat form can get their Email ID registered/updated by contacting their respective Depository Participant.
- b. Members holding shares in the physical form can get their Email ID registered by contacting our Registrar & Share Transfer Agent "Bigshare Service Private Limited" on their Email ID bssahd@bigshareonline.com.
- 14. The Notice calling the EGM has been uploaded on the website of the Company at www.gujaratinvesta.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at <a href="https://www.bseindia.com">www.bseindia.com</a>.
- 15. In terms of sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form and 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 of **Friday 01**st **December 2023** to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting are also enclosed.
- 16. The Company has appointed CS Umesh Ved, Practicing Company Secretary (Membership No. FCS: 4411; CP No: 2924), to act as the Scrutinizer for conducting the remote e-voting process as well as the Voting on the date of the EGM, in a fair and transparent manner.

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# 17. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Services Depository Limited (NSDL). For this purpose, the Company has entered into an agreement with National Services Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting agency.
- ii. The e-voting facilities will be provided in the following manners:-
  - The voting period begins on Monday, 04th December 2023 at 9.00 AM and ends on Wednesday, 06th December 2023 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. Friday 01st December 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  - The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
  - A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e **Monday**, 6<sup>th</sup> **November 2023**, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or at EGM.
  - Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs,

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thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

- A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- The details of the process and manner for remote e-Voting is as under: The way to vote electronically on NSDL e-voting system consists of below mentioned "2 steps":

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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of	Login Method
shareholders	
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS 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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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- 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 "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
- 3. 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 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.
- 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL** Mobile App is available on





Individual
Shareholders
holding
securities in
demat mode
with CDSL

1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual
Shareholders
(holding
securities in
demat mode)
login through
their
depository
participants

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.

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.

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

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can
securities in demat mode with	contact NSDL helpdesk by sending a request at
NSDL	evoting@nsdl.co.in or call at 022 - 4886 7000 and
	022 - 2499 7000
Individual Shareholders holding	Members facing any technical issue in login can
securities in demat mode with	contact CDSL helpdesk by sending a request at
CDSL	<u>helpdesk.evoting@cdslindia.com</u> or contact at toll
	free no. 1800 22 55 33

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

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

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.	Your User ID is:
Demat (NSDL or CDSL) or Physical	
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*****.

#### (FORMELY KNOWN AS GUJARAT INVESTA LIMITED)

CIN: L17100GJ1993PLC018858

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Phone: 079-22172949

Fax: +91-79-25733663

 $\hbox{\it E-Mail: gujarat.investa@gmail.com} \qquad \qquad \hbox{\it Web: www.gujaratinvesta.com}$ 

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 user 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.

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- 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 <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

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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 email to filing@umeshvedcs.com with a copy marked to 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 the "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 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: 022 4886 7000 and 022 2499 7000 or send a request at 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 gujarat.investa@gmail.com
  - 2. In case of 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 (gujarat.investa@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
  - 3. Alternatively shareholder/members may send a request to <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring user id and password for e-voting by providing above mentioned documents.

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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.

# <u>Facility for Non - Individual Shareholders and Custodians -Remote Voting</u>

- ➤ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- > The list of accounts linked in the login should be mailed to evoting@nsdl.co.in 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gujarat.investa@gmail.com, if they have voted from individual tab & not uploaded same in the NDSL e-voting system for the scrutinizer to verify the same.

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#### ROUTE MAP OF EXTRA ORDINARY GENERAL MEETING



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### ITEM 1:

M/s Lunia & Co, Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. 17th October 2023 citing reasons that pursuant to their other commitments and other assignments they were not able to continue the position of Statutory Auditors in the company. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Audit Committee of the company has made recommendation to the Board of Directors for the appointment of M/s. Nahta Jain & Associates., Chartered Accountants (Firm Registration No. 106801W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Lunia & Co. accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s. Nahta Jain & Associates., Chartered Accountants (Firm Registration No. 106801W), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

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#### ITEM NO 2 & 3:

Keeping in view the Company's long-term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create a charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 2 & 3 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

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<u>ITEM 4:</u>

In order to make optimum use of funds available with the Company and also to

achieve long-term strategic and business objectives, the Audit Committee of the

company has made recommendation to the Board of Directors to make use of the

same by making investments in other bodies corporate and/or granting loans and/or

giving guarantee and/or providing security to other persons or other bodies corporate

as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"),

the Company can give loan or give any guarantee or provide security in connection

with a loan to any other body corporate or person and acquire securities of any other

body corporate, in excess of 60% of its paid up share capital, free reserves and

securities premium account or 100% of its free reserves and securities premium

account, whichever is more, with the approval of Members by a special resolution

passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the

Companies Act, 2013, by way of special resolution, up to a limit of Rs. 300 Crores,

as proposed in the Notice. The above proposal is in the interest of the Company and

the Board recommends the Resolution as set out at Item No. 4 for approval by the

members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way

concerned with or interested, financially or otherwise in the said resolution except to

the extent of their shareholding in the Company, if any

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<u>ITEM 5:</u>

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may

advance any loan including any loan represented by book debt, or give any guarantee

or provide any security in connection with any loan taken by any entity (said

entity(ies) covered under the category of a person in whom any of the directors of the

Company is interested' as specified in the explanation to Section 185(2)(b) of the

Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to,

and/or give guarantee(s) and/or provide security(ies) in connection with any loan

taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or

group entity or any other person in whom any of the Director of the Company is

deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act

(collectively referred to as the "Entities"), from time to time, for the purpose of capital

expenditure of the projects and/or working capital requirements including purchase

of fixed assets as may be required from time to time for its principal business

activities and other matters connected and incidental thereto, within the limits as

mentioned in the Item no.5 of the notice.

The members may note that the Board of Directors would carefully evaluate the

proposals and provide such loan, guarantee, or security through the deployment of

funds out of internal resources/accruals and/or any other appropriate sources, from

time to time, and the proposed loan shall be at such rate of interest as agreed by the

parties in the best interest of the Company and shall be used by the borrowing

company for its principal business activities only.

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The Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

BY ORDER OF THE BOARD OF
ASHTASIDHHI INDUSTRIES LIMITED
(FORMERLY KNOWN AS GUJARAT INVESTA LIMITED)

SD/-

Place: AHMEDABAD Dated: 06.11.2023

PURUSHOTTAM AGARWAL CHAIRMAN & DIRECTOR DIN: 00396869

Registered Office: 252 New Cloth Market, Opp. Raipur Gate, Ahmedabad Gujarat 380002

CIN: L17100GJ1993PLC018858

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#### 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 Member			
Registered Address			
Folio No/ Client ID		DP ID	
e-mail Id			
I/ We, being the member Company, hereby appoint		sh	ares of the above-mentioned
company, nerosy appoint	•		
1 Name:			
Address:			
E-mail Id :		Signature:	
or failing him/her			
2. Name:			
Address:			
E-mail Id :			e:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, the 07<sup>th</sup> day of December, 2023 at 11:00 A.M.at the 252, New Cloth Market, O/S. Raipur Gate, Ahmedabad – 380 002 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

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Sr.	Special Business	For	Against
No.			
1.	APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY		
2.	TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT,2013		
3.	TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT,2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES, OR UNDERTAKING(S) OF THE COMPANY:		
4.	TO INCREASE THRESHOLD LIMITS FOR EXTENDING LOANS, GIVING GUARANTEES, PROVIDING SECURITIES, AND MAKING INVESTMENTS IN SECURITIES IN CONNECTION WITH SECTION 186 OF THE COMPANIES ACT, 2013.		
5.	APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT,2013:		

Signed this	day of	2023	
		Affix Re.:	1
		Revenue	<u>;</u>
		Stamp	
Signature of the Shar	eholder	Signature of the	Proxy holder(s)

#### Notes:

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.

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#### ATTENDANCE SLIP

[To be handed over at the entrance of the meeting hall]

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, the 07<sup>th</sup> day of December, 2023 at 11:00 A.M.at 252, New Cloth Market, O/S. Raipur Gate, Ahmedabad – 380 002.

Folio No.*	
DP ID & Client ID** (16 Digit demat a/c no.)	
No. of shares held	
Member's/Proxy's name in Block Letters	
Member's/Proxy's Signature:	

Member's/ Proxy's Signature

Note: Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

<sup>\*</sup>Folio No. in case shares are held in Physical Form.

<sup>\*\*</sup>Applicable in case shares are held in electronic form.