
NOTICE

Notice is hereby given that the **39th ANNUAL GENERAL MEETING (AGM) of ASHIMA LIMITED** will be held on **Thursday, August 25, 2022 at 11:30 a.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Texcellence Complex, Khokhara- Mehmedabad, Ahmedabad – 380021.

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Chintan Parikh, Director (DIN: 00155225), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors

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

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of Act and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Mukesh M. Shah & Co., Chartered Accountants (Firm Registration No. 106625W), be and are hereby appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, commencing from the conclusion of 39th Annual General Meeting of the Company till the conclusion of 44th Annual General Meeting to be held in the year 2027, on such remuneration, excluding applicable taxes and other levies and reimbursement of out of pocket expenses, as shall be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:-

4. **Revision in Remuneration of Mr. Shrikant Pareek (DIN: 02139143), Director (Operations) of the Company.**

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

“RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals, permissions and sanctions, if any required, and as approved by the Board of Directors upon recommendation of Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Shrikant Pareek - Director (Operations) of the Company, for the period from April 1, 2021 to July 31, 2023 on terms and conditions including payment of remuneration as set out hereunder:

I. Salary:

The Director (Operations) shall be entitled to a salary of ₹4,63,930/- (Rupees Four Lac Sixty Three Thousand Nine Hundred Thirty only) per month.

II. House Rent Allowance:

House rent allowance of ₹ 2,89,956/- (Rupees Two Lac Eighty Nine Thousand Nine Hundred Fifty Six only) per month.



III. Special Allowance:

Special Allowance of ₹ 3,12,283/- (Rupees Three Lacs Twelve Thousand Two Hundred Eighty Three) per month.

IV. Other Allowances and perquisites:

- a. City Compensatory Allowance: ₹ 28,996/- (Rupees Twenty Eight Thousand Nine Hundred Ninety Six only) per month.
- b. Other Allowances and Reimbursements: Education, Transport and Medical Allowance, and other reimbursements and LTA all together put not exceeding ₹ 29,864/- (Rupees Twenty Nine Thousand Eight Hundred Sixty Four only) per month.
- c. Encashment of leave at the end of tenure not to exceed salary and house rent allowance for a period of 28 days in a year. The amount shall not exceed ₹ 7,03,627 (₹ Seven Lacs Three Thousand Six Hundred Twenty Seven only) per annum
- d. Company's contribution to Provident Fund amounting to ₹ 55,672/- (Rupees Fifty Five Thousand Six Hundred Seventy Two only) per month
- e. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

Note: The aforesaid items (c) to (e) are not considered for the purpose of ceiling on remuneration as per provisions of Schedule V to The Companies Act, 2013.

RESOLVED FURTHER THAT other terms and conditions of appointment shall remain same as approved by the members of the Company at the 37th Annual General Meeting of the Company held on September 29, 2020;

RESOLVED FURTHER THAT the Board of Directors / Committee constituted by the Board or any Key Managerial Personnel of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

5. Revision in Remuneration of Mr. Krishnachintan Parikh, Executive Director (DIN : 07208067).

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 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals, permissions and sanctions, if any required, and as approved by the Board of Directors upon recommendation of Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Krishnachintan Parikh, Executive Director of the Company, for the period from April 1, 2022 to June 4, 2024 on terms and conditions as set out hereunder:

- I. **Salary:** The Executive Director shall be entitled to a salary of ₹ 2,14,500/- (Rupees Two Lac Fourteen Thousand Five Hundred only) per month.
- II. **House Rent Allowance:** House rent allowance of ₹ 85,500/- (Rupees Eighty Five Thousand Five Hundred only) per month.
- III. **Perquisites:**
 - a. Contribution to provident fund to the extent of ₹ 25,740/- (Rupees Twenty Five Thousand Seven Hundred Forty only) per month and to National Pension Scheme (NPS) to the extent of ₹ 21,450/- (Rupees Twenty One Thousand Four Hundred Fifty only) per month.
 - b. Provision of car for use on company's business and telephone at residence. However, personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the Director.

- c. Encashment of leave at the end of tenure not to exceed salary and house rent allowance for a period of 28 days in a year. The amount shall not exceed ₹ 2,80,000/- (Rupees Two Lac Eighty Thousand only) per annum at current salary.
- d. Gratuity payable at a rate not exceeding half month's salary for each completed year of service.

Note: The aforesaid items (a), (c) and (d) are not considered for the purpose of ceiling on remuneration as per provisions of Schedule V to The Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Krishnachintan Parikh, Executive Director, be paid in addition to the aforesaid remuneration and perquisites, a performance based fees as may be decided by the Board of Directors upon the recommendation of Nomination and Remuneration Committee for managing portfolio investment of the Company, to be paid annually as at March 31 of every financial year, since commencement of investment activities during FY 2021-22 till his current tenure ending on 4.6.2024, such that the overall remuneration including such fees shall not exceed permissible limit applicable to the Company under para A, Section-II, Part-II of Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT other terms and conditions of appointment shall remain same as approved by the members of the Company at the 38th Annual General Meeting of the Company held on August 17, 2021;

RESOLVED FURTHER THAT the Board of Directors / Committee constituted by the Board / Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

6. Ratification of remuneration of Cost Auditor.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 85,000/- (Rupees Eighty Five Thousand only) exclusive of applicable tax and other applicable levies and reimbursement of out of pocket expenses incurred by them in connection with the audit, payable to M/s. Ankit Sheth & Co., Cost Accountants (Firm Registration No. 102785), appointed by the Board of Directors of the Company as Cost Auditor, to conduct the audit of cost records maintained by the Company for the financial year 2022-23, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors / Committee constituted by the Board/Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

7. Alteration of Object Clause of Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder and subject to the approval, consent or sanction as may be applicable and necessary, consent of the shareholders of the Company be and is hereby accorded to the alteration and amendment of Clause III of the Memorandum of Association (MOA) of the Company in the following order and manner:

- A. to move sub clause nos. 16 to 19 and sub clause nos. 24 to 26 of Clause III (C) of the MOA to Clause III (A) and append those clauses as sub clause (5) to (11) after the existing sub clause (4) of Clause III (A) of the MOA of the Company.
- B. to append following new clauses as sub clause (12) and (13) after the proposed sub clause (11) of Clause III (A) of the MOA of the Company:



“12. To carry on, acquire, run and establish the business as manufacturers, traders, processors, importers, exporters or dealers in all kinds and types of Technical Textile products including but not limited to Medical Textiles, Industrial Textiles, Home Textiles, Sports Textiles, Protective Textiles, Composites, Coated Fabrics, using either of polymers, carbons, fiberglass, fiber reinforced plastics or any of natural, manmade or artificial fibres and processes including injection moulding, compression moulding, thermoforming, vacuum forming, composite moulding, weaving, laminating, coating, impregnating, heating, winding, embossing, extrusion and co-extrusion, recycling of thermoplastics, blow and stretch blow moulding, all types of foamed plastics, rotational moulding, sintering, slush moulding, powder coating including fluidized bed coating, castings, fabrication, mineral filling in thermoplastics, alloying of thermoplastics, moulding of thermosets, either compressed or by any other process whatsoever.”

“13. To carry on the business of software designing, development, customisation, implementation, maintenance, testing, benchmarking and dealing in computer software and solutions, to provide internet / web based applications, services and solutions, information technology related assignments on own or sub-contracting basis, IT enabled services, data mining and blockchain services, data warehousing and database management, services for networking and network management, offer services on-site/ offsite or through development centers using owned / hired or third party infrastructure and equipment, provide solutions/ packages/ services through applications services via internet or otherwise, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to carry on the business of manufacturing, buying, selling or otherwise dealing in and maintenance of computers, hardware, software and information technologies, computer systems and data processors, imparting education in computer technology, solutions and services for networking and network management, data center management and in providing consultancy services in all above areas.”

C. To appropriately renumber the remaining sub clauses of Clause III (C) of the MOA after shifting of sub clause nos. 16 to 19 and sub clause nos. 24 to 26 of Clause III (C);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any Director or Key Managerial Personnel of the Company be and are hereby authorised severally, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Gujarat.”

Date: May 14, 2022
Place: Ahmedabad
Regd. Office:
Texcellence Complex,
Khokhara-Mehmedabad
Ahmedabad – 380 021

By order of the Board

Dipak S. Thaker
Company Secretary

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under Item No. 3 to 7 of the accompanying notice is annexed hereto. The relevant details of the persons seeking appointment / re-appointment as Director are also annexed to this Notice.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 16, 2022 to Thursday, August 25, 2022 (both days inclusive).
3. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General

Meeting (“AGM” or “Meeting”) through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”), without the physical presence of the Members at a common venue. Accordingly, the 39th AGM of the Company is being held through VC/OAVM.

Securities and Exchange Board of India (“SEBI”) vide its SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI circular no. SEBI/HO/CFD2/CIR/P/2022/62 dated May 13, 2022 provided relaxation from Regulation 36 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“LODR Regulations”) regarding sending hard copy of annual report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and also dispensed with the requirement of sending proxy forms under Regulation 44(4) of the LODR Regulations in case of general meetings held through electronic mode only.

4. In line with the aforesaid MCA Circulars and SEBI Circular, the Notice of AGM alongwith Annual Report for the financial year 2021-2022 shall be sent only through electronic mode to those members whose email IDs are registered with the company/depository participant(s). Members may note that Notice and Annual Report 2021-2022 has been uploaded on the website of the Company at www.ashima.in. Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Authorisation Letter authorizing their representatives to attend and vote on their behalf in the Meeting. The said Resolution / Authorisation letter shall be sent to the Scrutinizer by email through its registered email address to scrutinizer@tapan.shah.in or investor_redressel@ashima.in with a copy marked to helpdesk.evoting@cdslindia.com.
7. Since the AGM is being held through VC /OAVM in accordance with the aforesaid Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Link Intime India Pvt. Ltd., or Secretarial Department of the Company immediately. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
10. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to the said important communication under the weblink at <https://ashima.in/wp-content/uploads/2022/03/Shareholders-holding-shares-in-physical-form.pdf>.

**12. THE INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i. 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), and the aforesaid MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), 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 CDSL.
- ii. 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. Thursday, August 18, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e Thursday, August 18, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Monday, August 22, 2022 at 9.00 a.m. and will end on Wednesday, August 24, 2022 at 5.00 p.m. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
- vii. The Company has appointed CS Mr. Tapan Shah, Practising Company Secretary (Membership No. FCS: 4476; CP No: 2839), 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.
- viii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.

Type of shareholders	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e- Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e- Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evotinglogin. 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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 held 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 name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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 websites.

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

13. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in demat form & physical shareholders

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than Individual Shareholders holding shares in demat form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (7) After entering these details appropriately, click on “SUBMIT” tab.
- (8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (10) Click on the EVSN of Ashima Limited on which you choose to vote.
- (11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutiniser for verification.
- (18) **Additional Facility for Non-Individual Shareholders and Custodians-For Remote Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with 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; scrutinizer@tapanshah.in and investor_redressel@ashima.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

14. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E- VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e- voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor_redressel@ashima.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor_redressel@ashima.in. These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e- voting during the meeting is available only to the shareholders attending the meeting.
- 15. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E- VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
1. For Physical shareholders' please provide necessary details like 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/RTA email id.
 2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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/RTA email id.
16. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ashima.in and on the website of CDSL i.e. www.cdslindia.com not later than two working days of the conclusion of the 39th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
 18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

19. Contact Details:

Company	:	Ashima Limited Regd. Office: Texcellence Complex, Khokhara-Mehmedabad, Ahmedabad-380 021, Gujarat Tel No. : +91 79 67777000 Email Id : investor_redressel@ashima.in Website : www.ashima.in
Registrar & Share Transfer Agent		Link Intime India Pvt. Ltd 5 th floor, 506 to 508, Amarnath Business Centre – (ABC-1) Beside Gala Business Centre, Near St. Xavier’s College Corner, Off C G Road, Navarangpura, Ahmedabad – 380009 Tel No. +91 79 26465179 /86 / 87 Email Id: ahmedabad@linkintime.co.in ; Website : www.linkintime.co.in
E-Voting Agency		Central Depository Services (India) Ltd.
E-mail		helpdesk.evoting@cdslindia.com
Scrutinizer		Mr. Tapan Shah, Practising Company Secretary
Email		scrutinizer@tapanshah.in

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.****Item no. 3:**

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s. Mukesh M. Shah & Co., Chartered Accountants, the existing Statutory Auditors of the Company will complete their term as Statutory Auditors of the Company at the conclusion of the ensuing 39th Annual General Meeting (AGM). In view of the same, M/s. Mukesh M. Shah & Co., Chartered Accountants (Firm Registration No. 106625W) have been appointed by the Board as the Statutory Auditors of the Company for a second term of five (5) years to hold office from the conclusion of the 39th AGM till the conclusion of the 44th AGM based on the recommendation of the Audit Committee and subject to the approval of the Members of the Company on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit as may be decided by the Board.

The Board recommends the Ordinary Resolution set out at Item no. 3 of the accompanying Notice for approval by the Members of the Company. None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise in the said Resolution, except to the extent of their shareholding, if any, in the Company.

Item no. 4:

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has at its meeting held on February 5, 2022 approved revision in remuneration of Mr. Shrikant Pareek, Director (Operations) from ₹ 10,61,837/- per month to ₹ 11,25,029/- per month and other perquisites as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013, effective from April 1, 2021 till the remaining tenure of his term i.e. July 31, 2023. In case of Company having no profit or inadequate profit, Mr. Shrikant Pareek would be entitled for minimum remuneration as mentioned in the abovesaid resolution.

The material terms of remuneration of Mr. Shrikant Pareek effective from April 1, 2021 to July 31, 2023 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their respective meetings held on February 5, 2022 have been set out in the resolution.

The remuneration as proposed in the resolution is appropriate in terms of the size of the Company, its financial position, trend in the industry and his qualification, experience, past performance, past remuneration and responsibilities shouldered by him.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out hereinbelow:

I. General Information:

The Company was incorporated in the year 1982 and is already in commercial production since quite a long time. The Company is primarily engaged in the Textile Business and one of India's leading 100% cotton fabric manufacturers. It offers a range of cotton textile products encompassing Denims, garments and ready-to-stitch fabrics and is also engaged in garment processing. Recently, it has commenced activities in the Real Estate business and has also started investment activities. Based on audited standalone financial statements for the year ended on March 31, 2022, the Turnover & other income were ₹ 20,999 lacs. The Company has reported a profit of ₹ 1,792 lacs for the year as compared to a loss of ₹ 1,176 lacs in the preceding year. Profit for the year includes exceptional items of ₹ 3,579 lacs towards profit on sale of land and a loss of ₹ 316 lacs related to discontinued operations. The foreign holding including Non-Resident Indians (NRIs) holding is 0.79% of the equity capital of the Company.

II. Information about the appointee:

Mr. Shrikant S. Pareek has done his B. Tech. (Textile Technology) from L.D.C.E. and MBA (Marketing) from BK School of Management, Ahmedabad. He has about 29 years of experience in field of textiles. After working in Arvind and ATIRA, he is working with the Group Ashima since past 25 years. While working in various positions from head of the department to Chief Commercial Officer of Group Ashima, he has managed various assignments in all the divisions and functions of the Company. The Company has benefitted lot on account of his leadership, sharp insight and analytical ability during his tenure.

III. Other Information:

a. Reasons for loss or inadequate profits:

The bottom line has been adversely affected due to a few major challenges beyond the control of the Company. The severe second wave of Covid pandemic during the first quarter of the year had a significant adverse financial impact due to abrupt disruption of business activities. During the later part of the year, the Company's wet processing operations remained suspended across various divisions from end-November, 2021 due to disconnection of effluent discharge facility by the Ahmedabad Municipal Corporation as per directions of Hon'ble Gujarat High Court, in a suo-moto public interest litigation writ petition, in spite of company being fully compliant and holding all requisite permissions.

b. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

In order to cope up with the situation in the aftermath of disconnection of effluent discharge facility, the company has resorted to outsourcing arrangement. However, extra costs are associated with such an arrangement and the same is not a long-term solution. The operations and the profitability are likely to remain under stress for some time. To overcome effluent discharge issues, the company has decided to go for Zero Liquid Discharge (ZLD) facility. The installation and commissioning of the ZLD facility is likely to take about 6 months, after which the wet processing production activities are expected to be normalized. The Company has already undertaken debottlenecking of its fabric processing activities and is hopeful of achieving decent volume growth during the later part of the year. The Real Estate activities of the company is also likely to pick up pace and add to the revenues and profitability of the company during the later part of the current year.

IV. Disclosures

The resolution sets out the entire terms and conditions of his remuneration. The Board of Directors recommends this resolution as set out at Item no. 4 of the Notice, for the approval of the members. Besides remuneration and perquisites proposed, Mr. Shrikant Pareek does not have any pecuniary relationship with the Company directly or indirectly. He holds 1199 equity shares in the share capital of the Company.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are anyway concerned or interested financially or otherwise in the said resolution except Mr. Shrikant Pareek and his relatives.

Item no. 5:

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has at its meeting held on May 14, 2022 approved revision in remuneration of Krishnachintan Parikh, Executive Director from ₹ 2,00,000/- per month to ₹ 3,00,000/- per month and other perquisites as per the provisions of section 197 read with Schedule V of the Companies Act, 2013, effective from April 1, 2022 till the remaining tenure of his term i.e. June 4, 2024. The Board also approved payment of performance linked fees to the Executive Director for managing portfolio investment of the Company as specified in the resolution.

The material terms of remuneration (including performance based fees) payable to Mr. Krishnachintan Parikh effective from April 1, 2022 to June 4, 2024 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their respective meetings held on May 14, 2022 have been set out in the resolution.

The remuneration as proposed in the resolution is appropriate in terms of the size of the Company, its financial position, trend in the industry and his qualification, experience, past performance, past remuneration and responsibilities shouldered by him.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out hereinbelow:

I. General Information:

For this information, please refer Item no. 4 above.



II. Information about the appointee

Mr. Krishnachintan Parikh is a Bachelor in Electronic Engineering from University of Sheffield, UK and an MBA from Columbia University, USA. Shri Krishnachintan Parikh was associated with the Company as Executive Director for a period from 1st June 2017 to 20th December, 2019. Mr. Krishnachintan Parikh is currently serving his tenure of 3 years as an Executive Director since 5.6.2021.

Mr. Parikh is overseeing textile business and also on day to day basis actively involved in managing surplus cash available with the Company and taken an initiative on diversification front by setting up a treasury /investment Division and is also heading the said division. He is also actively involved in monitoring and execution of real estate projects undertaken by the Company. His innovative ideas and strategies at initial level has given a new and fresh dimension to the operations of the Company.

III. Other Information:

- a. Reasons for loss or inadequate profits
- b. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms

For this information, please refer Item no. 4 above.

IV. Disclosures

The resolution sets out the entire terms and conditions of his remuneration. The Board of Directors recommends this resolution as set out at Item no. 5 of the Notice, for the approval of the members. Besides remuneration and perquisites proposed, Mr. Krishnachintan Parikh does not have any pecuniary relationship with the Company directly or indirectly, except payment of interest charges to him for the bills discounting services availed by the Company.

He holds 31,300 equity shares in the share capital of the Company.

None of the Directors or Key Managerial Personnel and their relatives are anyway concerned or interested, financially or otherwise, in the said Resolution except Mr. Chintan N. Parikh, Chairman and Managing Director, Mr. Krishnachintan Parikh, Executive Director and their relatives.

Item no. 6:

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Ankit Sheth & Co., Cost Accountant, to conduct the audit of the cost records of the Company for the Financial Year 2022-23 on a remuneration of ₹ 85,000/- exclusive of applicable tax and other applicable levies and re- imbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the said audit.

In terms of the provisions of Section148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor is required to be ratified by members of the Company. Accordingly, the members are requested to pass an Ordinary Resolution as set out at Item no. 6 of the Notice for ratification of the payment of remuneration to the Cost Auditor for the Financial Year 2022-23.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are anyway concerned or interested, financially or otherwise, in the said Resolution.

Item no. 7:

The Company is primarily engaged in the Textiles business i.e. manufacturing and processing textiles fabrics and manufacturing of Denims, readymade garments etc. Recently, the company has started activities in the real estate business and has also started investment activities with long- term focus. These activities were already covered under other objects clause of Memorandum of Association (MOA) of the Company and it is proposed to move those clauses from other objects to Main Objects clause.

The Company is exploring possibilities of entering into Technical Textiles business as a natural corollary to the current textile business. Technical Textiles is a high technology sunrise sector which is steadily gaining ground in India. Further the Company intends to explore avenues for diversified growth and for that purpose may venture into information technology business directly or indirectly. With a view to capitalize upon the business opportunities at an opportune time, it is proposed to insert relevant enabling clauses as specified in the Resolution in Main Objects by amending the Objects Clause of the MOA of the Company.

These proposed changes require alteration of MOA of the Company as specified in the proposed resolution. The Board of Directors of the Company at its meeting held on May 14, 2022 has, subject to the approval of shareholders, decided to amend Clause III (object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 7 of this Notice.

Copy of the proposed altered MOA of the Company is available for inspection at the Registered Office of the Company during normal business hours on working days up to the date of Annual General Meeting.

The Board of Directors recommends the Special Resolution set out at above Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said Resolution.

Date: May 14, 2022

By order of the Board

Place: Ahmedabad

Regd. Office:

Texcellence Complex,
Khokhara-Mehmedabad
Ahmedabad – 380 021

Dipak S. Thaker
Company Secretary

Annexure to Item 2 to the AGM Notice dated 14.05.2022

Name of Director	Mr. Chintan N. Parikh (DIN: 00155225)
Date of Birth	May 25, 1957
Date of Appointment on the Board	June 17, 1982
Qualifications	B.A. (Economics), MBA (Finance). He was a Doctoral Student at IIM, Ahmedabad.
Experience / Expertise in Specific Functional Areas	He has about 40 years of experience in the field of textiles. Vast experience in the fields of finance and accounts.
Relationship between Directors inter-se	Related to Mr. Krishnachintan Parikh, Executive Director of the Company.
No. of Board meeting attended during the year (2021-22)	4 (four)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	Retiring at the ensuing Annual General Meeting and being eligible seeks re-appointment as Director
Directorship and the memberships of Committees of the Board held in Other Listed entities	Nil
Names of the Listed entities from which the Director has resigned in the past three years	Nil
Shareholding of Director	1,56,670 Equity Shares