
NOTICE

Notice is hereby given that the **40th ANNUAL GENERAL MEETING (AGM) of ASHIMA LIMITED** will be held on **Friday, August 25, 2023 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 of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Krishnachintan Parikh, Executive Director (DIN: 07208067), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:-

3. **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 the provisions of Sections 197, 198 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, 2022 to July 31, 2023 on the terms and conditions including payment of remuneration as set out hereunder:

I. Salary:

The Director (Operations) shall be entitled to a salary of ₹ 5,24,370/- (Rupees Five Lac Twenty Four Thousand Three Hundred Seventy only) per month.

II. House Rent Allowance:

House rent allowance of ₹ 3,27,727/- (Rupees Three Lac Twenty Seven Thousand Seven Hundred Twenty Seven only) per month.

III. Special Allowance:

Special Allowance of ₹ 3,55,002/- (Rupees Three Lac Fifty Five Thousand Two only) per month.

IV. Other Allowances and perquisites:

- a. City Compensatory Allowance: ₹ 32,773/- (Rupees Thirty Two Thousand Seven Hundred Seventy Three only) per month.
- b. Other Allowances and Reimbursements: Education, Transport and Medical Allowance, and other reimbursements and LTA all put together shall not exceed ₹ 22,714/- (Rupees Twenty Two Thousand Seven Hundred Fourteen only) per month.
- c. Company’s contribution to Provident Fund amounting to ₹ 62,500/- (Rupees Sixty Two Thousand Five Hundred only) per month.
- d. 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 ₹ 7,95,294/- (Rupees Seven Lac Ninety Five Thousand Two Hundred Ninety Four only) per annum.



- 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 the extent it is not taxable under the Income Tax Act, 1961), (d) and (e) above shall not be included in the computation of the ceiling on remuneration as specified under Section II of Part II of Schedule V of 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 such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

4. Re-appointment of Mr. Shrikant Pareek (DIN: 02139143) as a Whole-time Director, designated as "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 the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), read with Articles of Association of the Company and subject to such approvals and permissions, as may be required and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Shrikant Pareek (DIN: 02139143) as a Whole Time Director, designated as "Director (Operations)" of the Company for a period of three (3) years with effect from 01st August, 2023 on the terms and conditions of re-appointment and remuneration as set out hereunder:

I. Salary:

The Director (Operations) shall be entitled to a salary of ₹ 5,24,370/- (Rupees Five Lac Twenty Four Thousand Three Hundred Seventy only) per month.

II. House Rent Allowance:

House rent allowance of ₹ 3,27,727 /- (Rupees Three Lac Twenty Seven Thousand Seven Hundred Twenty Seven only) per month.

III. Special Allowance:

Special Allowance of ₹ 3,55,002 /- (Rupees Three Lac Fifty Five Thousand Two only) per month.

IV. Other Allowances and perquisites:

- a. City Compensatory Allowance: ₹ 32,773 /- (Rupees Thirty Two Thousand Seven Hundred Seventy Three only) per month.
- b. Other Allowances and Reimbursements: Education, Transport and Medical Allowance, and other reimbursements and LTA all together shall not exceed ₹ 22,714/- (Rupees Twenty Two Thousand Seven Hundred Fourteen only) per month.
- c. Company's contribution to Provident Fund amounting to ₹ 62,500 /- (Rupees Sixty Two Thousand Five Hundred only) per month.

- d. 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 ₹ 7,95,294/- (Rupees Seven Lac Ninety Five Thousand Two Hundred Ninety Four only) per annum.
- 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 the extent it is not taxable under the Income Tax Act, 1961), (d) and (e) above shall not be included in the computation of the ceiling on remuneration as specified under Section II of Part II of Schedule V of the Companies Act, 2013.

- V. Sitting Fees – He shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof during the tenure of his appointment.
- VI. Subject to the provisions of the Act, he shall be liable to retire by rotation.
- VII. He shall not during the continuance of his tenure or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his tenure as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and he shall during the continuance of his tenure also use his best endeavors to prevent any other person from doing so.
- VIII. He shall report to the Managing Director and shall subject to the superintendence, control and direction of the Board of Directors (Board) as it may from time to time determine, shall have powers that may be specifically delegated to him by the Board of Directors and those under the Companies Act, 2013 and the Articles of Association of the Company and shall perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

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 such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

5. Re-Appointment of Mr. Sanjay S. Majmudar (DIN: 00091305) as an Independent Director 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 the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Mr. Sanjay S. Majmudar (DIN: 00091305), an Independent Director of the Company, who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and also declared that he has not been debarred by SEBI/ MCA or any other authority from holding the office of director or continuing as a Director of the Companies and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five (5) consecutive years commencing from November 03, 2023 to November 02, 2028 and that he shall not be liable to retire by rotation.

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 such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”



6. Re-Appointment of Mrs. Koushlya V. Melwani (DIN: 01575110) as an Independent Director 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 the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”), Mrs. Koushlya V. Melwani (DIN: 01575110), an Independent Director of the Company, who is eligible for re-appointment and has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and also declared that she has not been debarred by SEBI/ MCA or any other authority from holding the office of director or continuing as a Director of Companies and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five (5) consecutive years commencing from May 25, 2024 to May 24, 2029 and that she shall not be liable to retire by rotation.

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 such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

7. 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 taxes 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 2023-24, be and is hereby ratified and confirmed.

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 such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

Registered Office:
Texcellence Complex,
Khokhara-Mehmedabad
Ahmedabad – 380 021

By Order of the Board of Directors

Shweta Sultania
Company Secretary & Compliance Officer
Membership No.: ACS 22290

Date: 16th May, 2023
Place: Ahmedabad

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 Ministry of Corporate Affairs, Government of India ("MCA") has vide its General Circular 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, General Circular No. 2/2022 dated May 05, 2022 and General Circular No.10/2022 dated December 28, 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 40th AGM of the Company is being held through VC/OAVM.

Securities and Exchange Board of India ("SEBI") vide its circular no. 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, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 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 under 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 till September 30, 2023 in case of Annual General Meetings held through electronic mode only.

3. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM including Supplementary Notice ("Notice") alongwith Annual Report for the financial year 2022-23 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 2022-23 has been uploaded on the website of the Company at www.ashima.in. Notice and Annual Report 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.
4. 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.
5. 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_redressal@ashima.in with a copy marked to helpdesk.evoting@cdslindia.com.
6. 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, Attendance Slip and Route Map 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.
7. 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.
8. 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.



9. 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.
10. The Company will send 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-PoD-1/P/CIR/2023/37 dated March 16, 2023. 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/2023/04/Shareholders-holding-shares-in-physical-form.pdf>
- 11. 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. Friday, August 18, 2023, 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. Friday, August 18, 2023, 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 Tuesday, August 22, 2023 at 9.00 a.m. and will end on Thursday, August 24, 2023 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 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 | <ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi tab and then use existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the E-voting is in progress as per information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of E-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com 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 link available on www.cdslindia.com 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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 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.nsdl.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. |



| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.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.nSDL.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 & 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 toll free no. 1800 22 55 33 |
| 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 |

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

- 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. |

- 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 –Remote Voting**
 - 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- 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.

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

1. The procedure for attending meeting & 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.

14. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

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 update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
15. 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, Sr. Manager (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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.
16. 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 40th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

18. 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. 5th 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 ID: helpdesk.evoting@cdslindia.com |
| Scrutinizer | | Mr. Tapan Shah, Practising Company Secretary Email ID: scrutinizer@tapanshah.in |

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS SECTION 102 OF THE COMPANIES ACT, 2013.****Item no. 3:**

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has at its meeting held on February 03, 2023 approved revision in remuneration of Mr. Shrikant Pareek, Director (Operations) from ₹ 11,25,029 /- per month (excluding Company's contribution to Provident Fund, Gratuity, and Leave encashment as per rules of the company) to ₹ 12,62,586/-per month (excluding Company's contribution to Provident Fund, Gratuity, and Leave encashment as per rules of the company) 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. 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 01, 2022 to July 31, 2023 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on February 03, 2023 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 statement containing the following information is given as per Section II of Part II of Schedule V of the Companies Act, 2013:**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. From the current year, the Company has started activities in the Real Estate business and has also started investment activities with a long term perspective. As per the Audited Financial Statements for the year ended 31.03.2023, the Company has reported Total Income of ₹ 21,062 lacs. The Company has reported a loss of ₹ 665 lacs for the year as compared to a profit of ₹ 1,792 lacs during the preceding year. Profitability for the previous year includes exceptional items of ₹ 3,579 lacs towards profit on sale of land and a loss of ₹ 316 lacs related to discontinued operations. Excluding such exceptional items, the performance for the year has improved by ₹ 811 lacs during the year. The foreign holding including Non-Resident Indians (NRIs) holding is 0.45% 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 30 years of experience in field of textiles. After working in Arvind and ATIRA, he is working with the Group Ashima since past 26 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 a lot on account of his leadership, sharp insight and analytical ability during his tenure.

III. Other Information:**a. Reasons for loss or inadequate profits:**

As reported last year, the company had to stop production activities across various divisions from end of November, 2021 due to disconnection of effluent discharge facility by the Ahmedabad Municipal Corporation at the behest of Hon'ble Gujarat High Court order upon its suo-moto writ petition, in spite of company being fully compliant and holding all requisite permissions. As a result, the wet- manufacturing operations of the company remained suspended almost for the entire year.

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

During the year, the Company has been able to improve its operational performance in spite of abrupt disruption of business activities consequent to legal matter. The company took many initiatives in order to continue the business operations by making outsourcing arrangement for a part of activities wherever required and has been able to maintain the level of revenues during the year and has been able to bring down the operational loss compared to previous year. The textile operations have been able to increase export revenues, keep the costs under tighter control and achieve marginal reduction in operational loss for the year. During the year, the company has also installed the Zero Liquid Discharge facility for effluent treatment and received requisite statutory permission and has started trial operations of its newly-installed Effluent Treat Plant (ETP) and Zero Liquid Discharge (ZLD) plant for effluent treatment during the fag-end of the year. At the same time, improved performance of the Investment division has enabled the company to post improved PBT (before exceptional items). The Real Estate activities of the company is also likely to pick up pace and add to the revenues and profitability of the Company.

IV. Disclosures

The resolution sets out the entire terms and conditions of the remuneration of Mr. Shrikant Pareek, Director (Operations) of the Company. The Board of Directors recommends the Special Resolution as set out at Item no. 3 of this Notice for the approval of the members. Besides remuneration 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. 4:

On recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company has at its meeting held on 16th May, 2023 approved the re-appointment of Mr. Shrikant Pareek as Whole Time Director, designated as "Director (Operations)" of the Company on the terms and conditions including remuneration as set out in the resolution mentioned at Item No. 4 of this Notice for a period of 3 years from 01st August, 2023 to 31st July, 2026.

The remuneration mentioned in the said resolution is in accordance with the provisions contained under Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration as set out in the said resolution is appropriate in terms of the size of the Company and as compared to persons of his qualifications, cadre, knowledge and experience in the industry.

The statement containing the following information is given as per Section II of Part II of Schedule V of the Companies Act, 2013:**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. From the current year, the Company has started activities in the Real Estate business and has also started investment activities with a long term perspective. As per the Audited Financial Statements for the year ended 31.03.2023, the Company has reported Total Income of ₹ 21,062 lacs. The Company has reported a loss of ₹ 665 lacs for the year as compared to a profit of ₹ 1,792 lacs during the preceding year. Profitability for the previous year includes exceptional items of ₹ 3,579 lacs towards profit on sale of land and a loss of ₹ 316 lacs related to discontinued operations. Excluding such exceptional items, the performance for the year has improved by ₹ 811 lacs during the year. The foreign holding including Non-Resident Indians (NRIs) holding is 0.45% 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 30 years of experience in field of textiles. After working in Arvind and ATIRA, he is working with the Group Ashima since past 26 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 a lot on account of his leadership, sharp insight and analytical ability during his tenure.

III. Other Information:**a. Reasons for loss or inadequate profits:**

As reported last year, the company had to stop production activities across various divisions from end of November, 2021 due to disconnection of effluent discharge facility by the Ahmedabad Municipal Corporation at the behest of Hon'ble Gujarat High Court order upon its suo-moto writ petition, in spite of company being fully compliant and holding all requisite permissions. As a result, the wet- manufacturing operations of the company remained suspended almost for the entire year.

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

During the year, the Company has been able to improve its operational performance in spite of abrupt disruption of business activities consequent to legal matter. The company took many initiatives in order to continue the business operations by making outsourcing arrangement for a part of activities wherever required and has been able to maintain the level of revenues during the year and has been able to bring down the operational loss compared to previous year. The textile operations have been able to increase export revenues, keep the costs under tighter control and achieve marginal reduction in operational loss for the year. During the year, the company has also installed the Zero Liquid Discharge facility for effluent treatment and received requisite statutory permission and has started trial operations of its newly-installed Effluent Treat Plant (ETP) and Zero Liquid Discharge (ZLD) plant for effluent treatment during the fag-end of the year. At the same time, improved performance of the Investment division has enabled the company to post improved PBT (before exceptional items). The Real Estate activities of the company is also likely to pick up pace and add to the revenues and profitability of the Company.

IV. Disclosures

The resolution sets out the entire terms and conditions of the re-appointment and remuneration of Mr. Shrikant Pareek, Director (Operations) of the Company. The Board of Directors recommends the Special Resolution as set out at Item no. 4 of this Notice for the approval of the members. Besides remuneration 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:

Mr. Sanjay S. Majmudar (DIN: 00091305), Independent Director of the Company shall be completing his first term of office as an Independent Director on November 02, 2023. He is eligible for re-appointment as an Independent Director for another term of five consecutive years subject to approval of the Members by Special Resolution. He has consented to his re-appointment and confirmed that he is not suffering from any disqualifications in terms of Section 164 of the Act and provided a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and as per Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). He has also furnished a declaration that he is not debarred or disqualified from being appointed or continuing as director of companies by the SEBI /Ministry of Corporate Affairs or any such statutory authority. The Board has formed an opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company.

Mr. Sanjay S. Majmudar has skills, experience and knowledge, inter alia, in the field of Corporate Laws, Direct Tax Laws, Mergers and Acquisitions, Transfer Pricing and related matters. He has extensive experience in the areas of Capital Markets and Securities Laws, Banking and Finance, Insolvency and Bankruptcy Laws and Corporate Governance matters. Keeping in view his knowledge and experience, it will be in the interest of the Company to re-appoint him for another term of five consecutive years as an Independent Director of the Company.

Based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee has recommended and the Board of Directors has approved the re-appointment of Mr. Sanjay S. Majmudar as an Independent Director for a second term of five (5) consecutive years commencing from November 03, 2023 to November 02, 2028. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The copy of the draft appointment letter setting out the terms and conditions of the appointment of Mr. Sanjay S. Majmudar is open for inspection by the Members in electronic mode up to the date of 40th Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at investor_redressel@ashima.in

The Board of Directors recommends the Special Resolution as set out at Item no. 5 of this Notice for the approval of the members.

Except Mr. Sanjay S. Majmudar and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item no. 6:

Mrs. Koushlya V. Melwani, (DIN: 01575110), Independent Director of the Company shall be completing her first term of office as an Independent Director on May 24, 2024. She is eligible for re-appointment as an Independent Director for another term of five consecutive years subject to approval of the Members by Special Resolution. She has consented to her re-appointment and confirmed that she is not suffering from any disqualifications in terms of Section 164 of the Act and provided a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and as per Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). She has also furnished a declaration that she is not debarred or disqualified from being appointed or continuing as director of companies by the SEBI /Ministry of Corporate Affairs or any such statutory authority. The Board has formed an opinion that she fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company.

Mrs. Koushlya V. Melwani has skills, experience and knowledge, inter alia, in the field of project finance, company law & cost accounting. Keeping in view her knowledge and experience, it will be in the interest of the Company to re-appoint her for another term of five consecutive years as an Independent Director of the Company.

Based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee has recommended and the Board of Directors has approved the re-appointment of Mrs. Koushlya V. Melwani as an Independent Director for a second term of five (5) consecutive years commencing from May 25, 2024 to May 24, 2029. During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The copy of the draft appointment letter setting out the terms and conditions of the appointment of Mrs. Koushlya V. Melwani is open for inspection by the Members in electronic mode up to the date of 40th Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at investor_redressel@ashima.in

The Board of Directors recommends the Special Resolution as set out at Item no. 6 of this Notice for the approval of the members.

Except Mrs. Koushlya V. Melwani and her relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.



Item no. 7:

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 Accountants, to conduct the audit of the cost records of the Company for the Financial Year 2023-24 at a remuneration of ₹ 85,000/- exclusive of applicable taxes and other applicable levies and re-imbusement of out-of-pocket expenses incurred by the Cost Auditors in connection with the said audit.

In terms of the provisions of Section 148(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. 7 of the Notice for ratification of the payment of remuneration to the Cost Auditor for the Financial Year 2023-24.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 7 of this Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Registered Office:

Texcellence Complex,
Khokhara-Mehmedabad
Ahmedabad – 380 021

By Order of the Board of Directors

Shweta Sultania
Company Secretary & Compliance Officer
Membership No.: ACS 22290

Date: 16th May, 2023

Place: Ahmedabad

Annexure to Item 2,4,5 and 6 to the AGM Notice dated 16.05.2023

Details of Directors seeking Appointment /Re-appointment

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India)

Item No: 2

| | |
|--|---|
| Name of Director | Mr. Krishnachintan Parikh (DIN: 07208067) |
| Date of Birth | 21st July, 1991 |
| Original Date of Appointment on the Board | 5th June, 2021 |
| Qualifications | MBA from Columbia University, New York, USA, and Bachelor of Engineering (Honours in Electronic Engineering) from University of Sheffield, UK. |
| Experience / Expertise in Specific Functional Areas | He has work experience of preparing financial reports for analysis, reporting progress of projects tof 3 years during the period from 2009 to 2012 and he has also served in the Company as Management Analyst during July 2012 till December 2014 and as Vice President (Denim) and subsequently Vice President (Business Development) from January 2015 till he got associated with the Company as Executive Director for the period from June 1, 2017 to December 20, 2019 and he was again appointed in the Company as Executive Director w.e.f. June 05, 2021 for a period of 3 years. |
| Relationship with other Directors and Key Managerial Personnel of the Company | Related to Mr. Chintan N. Parikh, Chairman & Managing Director of the Company. |
| No. of Board meeting attended during the year (2022-23) | 5 (Five) |
| 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 offers himself for re-appointment. |
| Directorship and the memberships of Committees of the Board held in Other Listed Companies | Nil |
| Resignation from Listed Companies in past three years | Nil |
| Shareholding of Director | 31,300 Equity Shares |

**Item No: 4**

| | |
|--|---|
| Name of Director | Mr. Shrikant Pareek (DIN: 02139143) |
| Date of Birth | September 13, 1967 |
| Original Date of Appointment on the Board | August 1, 2020 |
| Qualifications | B.Tech. (Textile Technology) from L.D.C.E. and MBA (Marketing) from BK School of Management, Ahmedabad |
| Experience / Expertise in Specific Functional Areas | He possesses an overall experience about 30 years in the field of textiles. Expertise in export quality fabric specifications, international market requirements and functional expertise of various departments of a Textile Mill such as from Grey fabric to Preparatory, Dyeing, Finishing and Finished fabric inspection & packaging as well as product development and Customer service. |
| Relationship with other Directors and Key Managerial Personnel of the Company | Not related to any Board Member or Key Managerial Personnel of the company. |
| No. of Board meeting attended during the year (2022-23) | 5 (Five) |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn | As per the resolution at Item no. 4 of this Notice read with Explanatory Statement. |
| Directorship and the memberships of Committees of the Board held in Other Listed Companies | Nil |
| Resignation from Listed Companies in past three years | Nil |
| Shareholding of Director | 1199 Equity Shares |

Item No: 5

| | | |
|--|---|----------|
| Name of Director | Mr. Sanjay S. Majmudar (DIN: 00091305) | |
| Date of Birth | March 21, 1963 | |
| Original Date of Appointment on the Board | November 03, 2018 | |
| Qualifications | B.Com, FCA, LLB | |
| Experience / Expertise in Specific Functional Areas | Mr. Sanjay S. Majmudar is a Practicing Chartered Accountant and has experience of about 37 years. He has rich experience and exposure in the field of Corporate Laws, Direct Tax Laws, Mergers and Acquisitions, Transfer Pricing and related matters. He has extensive experience in the areas of Capital Markets and Securities Laws, Banking and Finance, Insolvency and Bankruptcy Laws and Corporate Governance matters. | |
| Relationship with other Directors and Key Managerial Personnel of the Company | Not related to any Board Member or Key Managerial Personnel of the Company. | |
| No. of Board meeting attended during the year (2022-23) | 5(Five) | |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn | As per the resolution at Item no. 5 of this Notice read with Explanatory Statement. For details of remuneration, please refer to resolution at Item No. 6 of the Notice of Annual General Meeting (AGM) held on August 17, 2021 read with Explanatory Statement annexed thereto. | |
| Directorship and the memberships of Committees of the Board held in Other Listed Companies | 1. Aarvee Denims and Exports Ltd | |
| | Audit committee | Chairman |
| | Nomination & Remuneration Committee | Chairman |
| | 2. Welcast Steels Limited | |
| | Audit committee | Member |
| | Stakeholders Relationship Committee | Member |
| | Risk Management Committee | Member |
| | 3. AIA Engineering Limited | |
| | Audit committee | Chairman |
| | Nomination & Remuneration Committee | Chairman |
| | Corporate Social Responsibility Committee | Member |
| | Risk Management Committee | Member |
| | 4. Dishman Carbogen Amcis Limited | |
| | Audit committee | Chairman |
| | Nomination & Remuneration Committee | Chairman |
| | Stakeholders Relationship Committee | Chairman |
| Corporate Social Responsibility Committee | Member | |
| Risk Management Committee | Member | |
| Resignation from Listed Companies in past three years | Nil | |
| Skills and Capabilities | As mentioned above in the Explanatory Statement. | |
| Shareholding of Director | Nil | |

**Item No: 6**

| | |
|--|--|
| Name of Director | Mrs. Koushlya V. Melwani (DIN: 01575110) |
| Date of Birth | April 20, 1961 |
| Original Date of Appointment on the Board | December 15, 2014 |
| Qualifications | B. Com, FCMA. |
| Experience / Expertise in Specific Functional Areas | Mrs. Koushlya V. Melwani is a professionally qualified Cost and Management Accountant from the Institute of Cost Accountants of India (ICMAI) and having 33 years of exposure in the field of project finance, company law & cost accounting. |
| Relationship with other Directors and Key Managerial Personnel of the Company | Not related to any Board Member or Key Managerial Personnel of the Company. |
| No. of Board meeting attended during the year (2022-23) | 4(Four) |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn | As per the resolution at Item no. 6 of this Notice. Read with Explanatory Statement. For details of remuneration, please refer to resolution at Item No. 6 of the Notice of Annual General Meeting (AGM) held on August 17, 2021 read with Explanatory Statement annexed thereto. |
| Directorship and the memberships of Committees of the Board held in Other Listed Companies | Nil |
| Resignation from Listed Companies in past three years | Nil |
| Skills and Capabilities | As mentioned above in the Explanatory Statement. |
| Shareholding of Director | Nil |

SUPPLEMENTARY NOTICE TO ANNUAL GENERAL MEETING (AGM) NOTICE

This Supplementary AGM Notice is issued subsequent to the AGM Notice dated 16th May, 2023 to transact the following Special Business set out at Item No. 8.

SPECIAL BUSINESS:

8. Approval for Material Related Party Transaction:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Rules framed thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof for the time being in force read with Articles of Association of the Company and the Company’s Policy on Related Party Transactions and based on the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into Material Related Party Transactions/contract(s)/ arrangement(s) as detailed in the Explanatory Statement annexed to this Notice, with Subahu Enterprises LLP, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for raising funds up to an amount not exceeding ₹ 30 Crores (Rupees Thirty Crores only) by issue of Unlisted, Secured, Unrated, Redeemable, Rupee Denominated, Non-Convertible Debentures (“NCDs”) on private placement basis in one or more tranches pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Act and the rules framed thereunder, as amended from time to time, for financing the working capital requirements of the Company and the said approval shall be valid upto the date of 41st Annual General Meeting of the Company.

RESOLVED FURTHER THAT with regard to the proposed issue of said NCDs, the Board of Directors be and is hereby authorized to delegate all the requisite powers and authorities to the Committee constituted by the Board and all actions taken by the Board or any Committee constituted by the Board in connection with any matter referred to in this resolution be and are hereby approved, ratified and confirmed.

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 such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

Registered Office:

Texcellence Complex,
Khokhara-Mehmedabad
Ahmedabad – 380 021

By Order of the Board of Directors

Shweta Sultania
Company Secretary & Compliance Officer
Membership No.: ACS 22290

Date: 26th July, 2023

Place: Ahmedabad

Explanatory Statement

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 8

Pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the threshold limit for determination of material Related Party Transactions is ₹ 1,000 crores (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower and such material related party transactions exceeding the threshold limit, shall require prior approval of shareholders of the Company by means of an ordinary resolution. The said approval is required for all Material Related Party Transactions, even if such transactions are in the ordinary course of business and at arm’s length.

In terms with the above requirement of Regulation 23 of Listing Regulations, the approval of the Shareholders is sought for material related party transaction with Subahu Enterprises LLP, a Related Party, for issue of Unlisted, Secured, Unrated, Redeemable, Rupee Denominated, Non-Convertible Debentures (“NCDs”) on private placement basis in one or more tranches up to an amount not exceeding ₹30 Crores (Rupees Thirty Crores only).



The said amount of ₹30 crores (Rupees Thirty Crores only) is in excess of 10% of the annual consolidated turnover of the Company for F.Y. 2022-23 and therefore, the Board of Directors recommends the resolution as set out at Item No. 8 of this notice for approval of the shareholders as an Ordinary Resolution.

The details of Material Related Party Transaction pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021 is mentioned hereunder:

| Sr. No. | Nature of information | Particulars |
|----------------|---|--|
| 1. | Type, material terms and particulars of proposed transaction | Private Placement of issue of Unlisted Secured, Unrated, Redeemable, Rupee Denominated, Non-Convertible Debentures ("NCDs") in one or more tranches at a coupon rate of upto 12%. The transaction would be at an arm's length pricing. |
| 2. | Name of Related Party and its relationship with the Company, including nature of its concern or interest (financial or otherwise) | Subahu Enterprises LLP, is a related party. Nature of Relationship: (1) Mr. Chintan N. Parikh, Chairman and Managing Director (Promoter) of the Company is the Designated Partner of Subahu Enterprises LLP. (2) Mrs. Shefali Chintan Parikh, (Member of Promoter Group) of the Company and Relative of Mr. Chintan N. Parikh is the Designated Partner of Subahu Enterprises LLP. The related party has no other transactions with the Company except subscribing to the proposed NCDs at market prevalent rate of interest, it has no other concern or interest. |
| 3. | Tenure of the proposed transaction | 5 years from the respective Date of Allotment. |
| 4. | Value of the proposed transaction | Not exceeding ₹30 Crores (Rupees Thirty Crores only) |
| 5. | Percentage of Company's turnover for immediately preceding financial year, that is represented by value of proposed transaction | The value of related party proposed transaction (at maximum value) represents 14.49% to the Company's consolidated turnover for the financial year 2022-23. |
| 6. | Justification as to why the RPT is in the interest of Company | Since the proposed transaction would be at an arm's length price and the Company would have more ease and flexibility to deal with the related party for completion of transaction and deployment of funds for the working capital requirements of the Company. |
| 7. | Valuation or other external party report, if any, relied upon by the Company in relation to the proposed transaction | Valuation or other external party report is not required for the proposed transaction. |
| 8. | Any other information that may be relevant | The proposed transaction will be in the ordinary course of business and on an arm's length basis. |

Pursuant to the provisions of Regulation 23(4) of the Listing Regulations, no related party shall vote to approve the resolution as set out at item no. 8 of this notice, whether such related party is a party to the above-mentioned transaction or not.

Except, Mr. Chintan Parikh, Mr. Krishnachintan Parikh and their relatives, none of the other Directors, Key Managerial Personnel (KMP) and their relatives are anyway concerned or interested, financially or otherwise in the said resolution.

Registered Office:

Texcellence Complex,
Khokhara-Mehmedabad
Ahmedabad – 380 021

By Order of the Board of Directors

Shweta Sultania
Company Secretary & Compliance Officer
Membership No.: ACS 22290

Date: 26th July, 2023**Place: Ahmedabad**