PROLIFE

Prolife Industries Limited

Plot No. 213, GIDC,
Panoli Industrial Estate,
Ta. Ankleshwar,
Dist. Bharuch, Gujarat.
Ph.: 02646-272490

Date: 03.09.2021

To,
The Manager-Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, NSE Building,
BandraKurla Complex,
Bandra East,
Mumbai-400 051

Dear Sir/Madam,

Ref: Ref: (SYMBOL: PROLIFE, ISIN : INE994V01012)
Sub: Notice of Annual General Meeting

With respect to captioned subject and, in terms of Regulation 30 of the SEBI (Listing Obligations Disclosure Requirements), Regulations, 2015, please find herewith attached Notice of 27th Annual General Meeting of the Company.

This is for your information and dissemination.
Kindly take the above on your records.

Thanking you,
Yours Faithfully,
FOR, PROLIFE INDUSTRIES LIMITED

PROLIFE INDUSTRIES LIMITED PANOLI

KARAN M JOLLY
(CHAIRMAN &MANAGING DIRECTOR)
(DIN: 06587791)

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of PROLIFE INDUSTRIES LIMITED will be held on Thursday, 30th September, 2021 at 9.00 a.m. at 6, 8, 10, 12 HEXZONE ARCADE, NR. JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR- 393002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon;

2. To declare final dividend on Equity shares for the year 2020-21.

3. To appoint a Director in place of Mrs. Anureet Kaur M Jolly [DIN: 02730332], who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible to offer herself for re-appointment

4. To appoint a Director in place of Mr. Karan M Jolly [DIN: 06587791], who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible to offer herself for re-appointment;

SPECIAL BUSINESS:

5. Appointment of Mr. Karan M Jolly [DIN: 06587791] as a Chairman and Managing Director of the Company and to fix the remuneration:

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

RESOLVED THAT pursuant to the provisions of Sections, 188, 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof or for the time being in force)and other applicable provisions of the Companies Act, 2013 and pursuant to the provisions of Articles of Association, the consent of the members be and is hereby accorded for the appointment of Mr. Karan M. Jolly [DIN: 06587791], as a Chairman and Managing Director of the company for the period of five years with effect from 30th June, 2021.

RESOLVED FURTHER THAT as recommended by Nomination and Remuneration Committee of the Board of Director of the Company, Mr. Karan M. Jolly [DIN: 06587791], as a chairman and Managing Director of the company entitled for the remuneration Rs. 30,00,000/- per annum including all the perquisites and benefits if any and in the event of inadequacy or in absence of profits the Board shall be authorised to adjust the above remuneration in accordance with the applicable provisions of the Companies Act, 2013 with effect from 30th June, 2021.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. Appointment of Mr. Siddharth Raghuvanshi [DIN: 08751718] as Director

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

RESOLVED THAT pursuant to provisions of Section 152, 161and other applicable provisions of Companies Act, 2013 read with rule 8,9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof and provisions of Article of Association of the Company, Mr. Siddharth Raghuvanshi [DIN: 08751718] who was appointed as an Additional Director of the Company by the Board of Directors at their Meeting held on November 10, 2020 to hold office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections, 188, 196, 197, 198 and Schedule V of the Companies Act, 2013 read with the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof or for the time being in force) and other applicable provisions of the Companies Act, 2013 and pursuant to the provisions of Articles of Association and as recommended by Nomination and Remuneration Committee of the Board of Director of the Company, remuneration up to Rs. 18,00,000 (Rupees Eighteen Lakh only) per annum including all the perquisites and benefits if any, be paid to Mr. Siddharth Raghuvanshi [DIN: 08751718], Director of the Company w.e.f. 1st April, 2021 and in the event of inadequacy or in absence of profits the Board shall be authorised to adjust the above remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

7. Appointment of Mr. Keshav kumar Singh [DIN: 08955402], as Director of the Company:

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

"RESOLVED THAT pursuant to provisions of Section 149,152, 161 read with Schedule IV and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Keshavkumar Singh [DIN: 08955402] who was appointed as an Additional Independent Director of the Company by the Board of Directors at its meeting held on November 10, 2020, whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 30th September, 2021 and shall not be retire by rotation. His remuneration will be as per the Companies Act, 2013 and terms and conditions decided by the Board."

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

8. To Approve Related Party Transactions with various related Parties:

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment therefore for the time being in force), the consent of the member of the Company be and is hereby accorded to the Material Related Party Transactions with all the related parties as mentioned in the explanatory statement as entered by the Company for the financial year 2021-22.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By order of the Board of Directors

Place: Ankleshwar
Dated: 03.09.2021

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

REGISTERED OFFICE
213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: info@prolifeindustries.in

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 5, 6, 7 and 8 of the Notice is annexed hereto

2. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and a proxy should be a member of the Company.**

3. **Proxies in order to be effective must be lodged at the Registered Office of the Company at least 48 hours before the time of the meeting.**

4. **Members/Proxies should bring the attendance slip duly filled in for attending the Meeting duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.**

5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

6. M/s. Bihari Shah & Co., Chartered Accountants (Firm Registration Number 119020W), were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting of the Company from the conclusion of 24thAnnual General Meeting held on 29th September, 2018 till the conclusion of Annual General Meeting to be held in the calendar year 2023 for auditing the accounts of the company for the financial year 2018-19 to 2022-23 subject to ratification by the members at every Annual General Meeting. Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the rules made there under, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

7. The Notice of AGM along with the Annual Report 2020-2021 is sent to all members via email address registered with the RTA.

8. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2021 to September 30, 2021 (both day inclusive).

9. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before 29th October, 2021 as under:

    i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India)Limited (CDSL) as of the close of business hours on September 23, 2021;
    ii. To all Members in respect of shares held in physical form if any, after giving effect to valid transfers in respect of transfer requests lodged with the Company if any as of the close of business hours on September 23, 2021.

10. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders incompliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of NSE (NSE Emerge), has been exempted from complying with e-voting requirements vide MCA Notification dated 19th March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence, pursuant to the above mentioned notification, the e-voting facility has not been provided.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

13. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

14. All Members are requested to
    - Intimate immediately any changes in their address to Company's Registrar and Share Transfer Agent
    - Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
    - Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
    - Intimate Registrar and Share Transfer Agent Link Intime India Private Limited for consolidation of folios, in case having more than one folio.
    - Bring their copies of annual report and attendance slip with them at the meeting.
    - Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Link Intime India Private Limited, to provide efficient and better service to the Members. Members holding share in physical form, if any are requested to advice such changes to the Company's Registrar and transfer agents, M/s Link Intime India Private Limited. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent, M/s Link Intime India Private Limited.

15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice conveying the AGM, Financial Statements, Directors' Report, Auditors' Report etc. is being sent by electronic mode to those Members whose email addresses are registered with the RTA / Depositories, unless any Member has requested form a physical copy of the same. Members may note that this Notice and the Annual Report 2020-2021 will also be available on the Company's website www.prolifeindustries.in.

By order of the Board of Directors

Place: Ankleshwar
Dated: 03.09.2021

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

REGISTERED OFFICE
213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: info@prolifeindustries.in

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 5

Mr. Karan M Jolly has been appointed as a Chairman and Managing Director of the company at the Board Meeting held on June 30, 2021 for a period of five years with effect from June 30, 2021 and approved his remuneration under the relevant provisions of the Companies Act, 2013.

Keeping in view his experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders by way of a special resolution and such other approvals as may be required, fixed the remuneration of Rs. 25,00,000/- per annum including all the perquisites and benefits if any as per applicable provisions of Schedule V of the Act. However, based on the recommendation of the Nomination and Remuneration Committee, revised the remuneration to Rs. 30,00,000/- per annum including all the perquisites and benefits if any as per applicable provisions of Schedule V of the Act. The said appointment requires the approval of the members by way of special resolution.

Hence, the Board recommends the Special Resolution as set out at item no. 05 for the approval of the members. None of the Directors and Key Managerial Personnel of the Company except Mr. Karan M Jolly himself, Mrs. Anureet Kaur Jolly and Mr. Siddharth Raghuvanshi is concerned or interested or otherwise in the resolution

Item No. 6

The Board of Directors of the Company appointed, pursuant to the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Siddharth Raghuvanshi [DIN: 08751718], as an Additional Director of the Company with effect from November 10, 2020 who holds office up to the date of this Annual General Meeting. In relation to this the Company has received a notice in writing from a member proposing the candidature of Mr. Siddharth Raghuvanshi [DIN: 08751718], as a Director of the Company. Mr Siddharth Raghuvanshi is appointed as an Executive Directors of the Company and the authority is required to be given to the Board to fix his remuneration within the applicable limits of the Companies Act, 2013 and other applicable laws.

Accordingly, in terms of provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Siddharth Raghuvanshi as Director of the Company.

Brief Profile of Mr. Siddharth Raghuvanshi is given below for reference of member:

Mr. Siddharth Raghuvanshi holds a degree of Master of Business Administration in Banking and Finance from Symbiosis International University, Pune. He is having professional experience of more than 5 years working in the field of Debt Syndication and Financial Risk Assessment with the likes of Siemens and other companies; he has extensive experience and knowledge in this field. His core competencies lie in the field of finance & Audit. Apart from the finance operations of the company he has also oversees the firm's financial decisions along with statutory compliances.

The Board recommends the Special Resolution set out at item no.-6. None of the Directors and Key Managerial Personnel of the Company except Mr. Siddharth Raghuvanshi himself, Mrs. Anureet Kaur Jolly and Mr. Karan M. Jolly is concerned or interested or otherwise in the resolution

Item No. 7

Pursuant to the provisions of Companies act 2013 and the Articles of Association of the Company, The Board of Directors of the Company has appointed Mr. Keshavkumar Singh [DIN: 08955402], as an additional Independent (Non-Executive) Director of the Company with effect from November 10, 2020. The Company has received a notice in writing from a member proposing the candidature of Mr. Keshavkumar Singh [DIN: 08955402] for the office of Independent (Non-Executive) Director in terms of Section 164 of the Act and has given his consent to act as Independent (Non-Executive) Director. Section 149 of the Act inter alia stipulates the criteria of Independence should company propose to appoint an Independent (Non-Executive) Director on its Board. The Company has received a declaration from Mr. Keshavkumar Singh [DIN: 08955402], that he meets with the criteria of Independence as prescribed under section (6) of section 149 of the act.

Mr. Keshavkumar Singh holds degree of Bachelor of Engineering in Electronics and Communication from - Mahatma Gandhi Institute of Technical Education and Research centre, GTU and Master of Business Administration in Marketing and Operations from B.K. school of professional and management studies, Gujarat University. He is having around 2 years of experience working in the field of business development and marketing with Infosys and other Companies. His core competencies lie in the field of marketing and business operations. He is having Strategic and planning abilities as well as project management, leadership, teamwork, problem solving and analytical skills.

The Board recommends the Ordinary Resolution set out at item no.-7. None of the other Directors (except Mr. Keshavkumar Singh)/Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, Financially or otherwise in the resolution.

Item No. 8

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended; prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub-section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the transactions with the following related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Name of the Related Parties is Prolife Bio-Chemical Industries Private Limited, Prolife Chemopharma Private Limited, Shraddha Finehem Private Limited, Goldstar Chemicals Private Limited, Prolife Hair and Health Care Private Limited, Solvochem Intermediates Private Limited, Vibhav Life Science Private Limited, Cosmolife Foods and processing Private Limited, Prolife Echo Infrastructure LLP, Prolife Fine and Speciality Chemicals LLP, Yushka Cosmetics LLP, Shree Avani Pharma, Shree Ram Chemicals, J S Chemicals, Solvochem Industries, Ayaz Ice and Cold Storage Prolife Communication Private Limited, Prolife Entertainment and Production Private Limited, , Prolife Multi Specialty Hospitals Private Limited, Prolife Speciality Chemicals Limited,

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

The Board recommends this resolution set out in Item No. 08 of this notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Mr. Siddharth Raghuvanshi Directors and Ms. Yushika M Jolly relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

By order of the Board of Directors

Place: Ankleshwar
Dated: 03.09.2021

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

REGISTERED OFFICE
213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: info@prolifeindustries.in

Details of Director Seeking Re-appointment at the Annual General Meeting

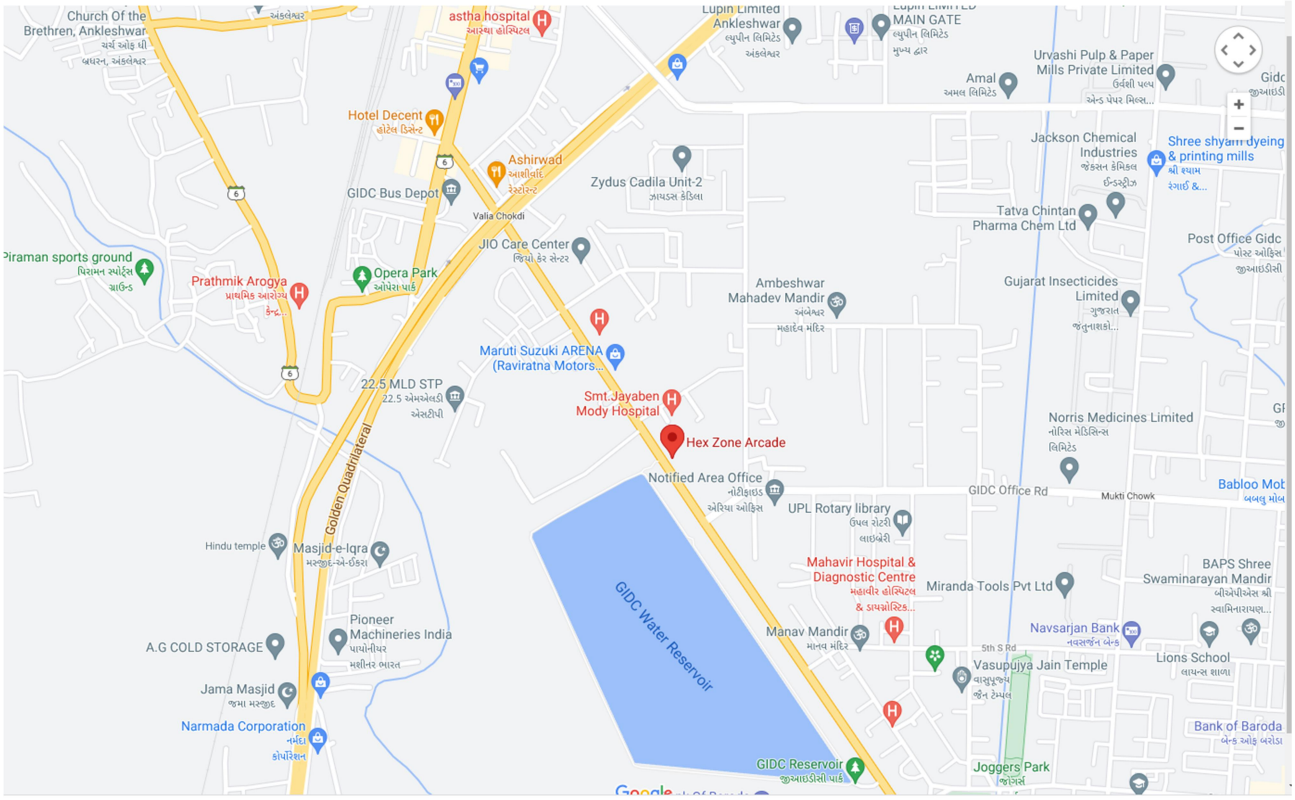
Particulars	Mrs. Anureet Kaur Jolly
Date of Birth	18th May,1967
Date of Appointment	31st October, 2009
Qualifications	Bachelor of Science (B.Sc), Graduate Diploma in Financial Management (PGDFM) and Post Graduate Diploma in System Management (PGDSM)
Expertise in specific functional areas	Wide experience in chemical business
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	PROLIFE SPECIALITY CHEMICALS LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	-
Number of shares held in the Company	10,10,000

Particulars	Mr. Karan M Jolly
Date of Birth	21st December, 1992
Date of Appointment	11th April, 2019
Qualifications	Bachelor of Technology-Food Engineering and Technology, Master of Science in Biotechnology (Drug Design and Discovery)
Expertise in specific functional areas	Wide experience in Chemical Industries especially with Quality Assurance Management, Project Management
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	PROLIFE SPECIALITY CHEMICALS LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	-
Number of shares held in the Company	4,01,000

For other details such as number of Board meetings attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mrs. Anureet Kaur Jolly and Mr. Karan M Jolly, please refer to the Director's Report which is part of this Annual Report.

Route map of venue of Annual General Meeting of PROLIFE INDUSRIES LIMITED

Venue: 6,8,10,12 HEXZONE ARCADE, NR. JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR- 393002



ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company held at 6,8,10,12 Hexzone Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat India on Thursday, 30th September, 2021, at 9:00 A.M.

Folio No. / Client ID/DPID No.

…….

Full Name of the Shareholder:

……

Signature: ……

Full Name of Proxy…….

Signature: …….
(To be filled in if the Proxy attends instead of the Member)

27th Annual General Meeting – 30th September, 2021

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): …….....

Registered Address: …….....

Email: ……

Folio No./Client ID: ……

DP ID: ……...

I/We, being the Member(s) of……. Shares of the Prolife Industries Limited, hereby appoint

Name: ……...……

Address: …….……

Email…….....

Signature: .....

or failing him / her

Name: ……...……

Address: ……

Email: …….....

Signature: .....

or failing him / her

Name: ……

Address: …….……

Email: …….....

Signature: .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 27th Annual General Meeting of the company, to be held on Thursday, 30th September, 2021 at 9:00 A.M. at 6,8,10,12 Hexzone Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat, India and at any adjournment thereof:

Sr. No.	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary resolution).		
2.	To declare final dividend on Equity shares for the year 2020-21 (Ordinary resolution)		
3.	To appoint Mrs. Anureet Kaur Jolly [DIN: 02730332], who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution).		
4.	To appoint Mr. Karan M Jolly [DIN: 06587791], who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution).		
5.	Appointment of Mr. Karan M Jolly [DIN: 06587791] as a Chairman and Managing Director of the Company and to fix the remuneration. (Special Resolution)		
6.	Appointment of Mr. Siddharth Raghuvanshi [DIN: 08751718] as Director. (Special resolution)		
7.	Appointment of Mr. Keshav kumar Singh [DIN: 08955402], as an Independent Director of the Company. (Ordinary Resolution)		
8.	To Approve Related Party Transactions with various related parties (Ordinary resolution)		

Signed this …….Day of …… 2021

…….. ……

Signature of the Member Holder (s)

Signature of the proxy

Affix Rs. 1/ Revenue Stamp

Signature of the shareholder Across Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *This is only optional Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.