

PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED

CIN: -L24295GJ1987PLC143792

Registered Office Address: -441 Block-C 1-1 TPS-14 Sumel-II Indian Textile Plaza, Shahibaug
Ahmadabad-380004, Gujarat, India

Email ID: -pressuresensitive@gmail.com, **Website:** -www.pressuresensitive.xyz;

Phone: -+91 8128219480

Date: 03.06.2024

General Manager - Listing Corporate

Relationship Department

BSE Limited

P. J. Towers, Dalal Street,

Mumbai-400001

SUB: NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, 27TH JUNE, 2024.

REF: PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED (BSE SCRIP CODE – 526773/PRESSURS)

Respected Sir/ Madam,

We are enclosing herewith Notice of Extra Ordinary General Meeting of the Company, which is scheduled to be held on Thursday, 27th June, 2024 at 04.00 P.M. Through Video Conferencing/ Other Audio Visual Means.

The Extra ordinary General Meeting Notice is also uploaded on the Company's website i.e. <https://www.pressuresensitive.xyz/>.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	From Monday, 24th June 2024 (09:00 A.M. IST)
End of remote e-voting	Till Wednesday, 26th June 2024 (05:00 P.M. IST)

You are requested to kindly take the same on record.

Thanking You,

Yours Faithfully

FOR, PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED

MAHESHKUMAR GIRDHARBHAI KALAVADIYA

ADDITIONAL DIRECTOR

DIN: 10188297

PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED

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NOTICE IS HEREBY GIVEN TO THE MEMBERS OF PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED THAT AN EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE COMPANY WILL BE HELD ON THURSDAY, 27TH JUNE, 2024 AT 4:00 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1 - TO INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION 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 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the company be and is hereby accorded, to increase the authorized share capital of the company from Rs. 15,50,00,000/- (Rupees Fifteen Crore Fifty Lakh Only) divided into 15,50,00,000 (Fifteen Crore Fifty Lakh) equity shares of Rs. 1/- each to Rs. 22,00,00,000/- (Rupees Twenty Crore Only) divided into 22,00,00,000 equity shares of Rs. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the company is Rs. 22,00,00,000/- (Rupees Twenty Two Crore Only) divided into 22,00,00,000 equity shares of Rs. 1/- each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including filing of forms and delegating powers to officers and/ or employees of the company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

ITEM NO: 02 ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO NON-PROMOTERS

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 Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force (Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ICDR Regulations) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the Takeover Regulations”) and Securities and Exchange Board of India

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(Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the LODR Regulations), Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of a Security by a Person resident Outside India) Regulations, 2017, as may be modified or re-enacted or amended from time to time (hereinafter referred to as the "FEMA Regulations") and other implied rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities Exchange Board of India ("SEBI") or Ministry of Corporate Affairs or any other regulatory authority in the said matter and any other guidelines, circulars and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to Securities and Exchange Board of India ("SEBI") and Bombay Stock Exchange Limited ("BSE"), subject to such other conditions and modifications as may be prescribed or notified while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board's absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time and in one or more tranches upto 5,68,75,000 (Five Crore Sixty Eight Lakh Seventy Five Thousand) Convertible Equity Warrants ("Warrants") on preferential basis ("Preferential Offer") to the Non promoter allottees as mentioned below ("Equity Warrant Holders"/"Proposed Allottees") at a price of ₹ 13/- (Indian Rupees Thirteen Only) each (including the equity warrant subscription price and the equity warrant exercise price) aggregating upto ₹ 73,93,75,000 (Seventy Three Crores Ninety Three Lakhs Seventy Five Thousand only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	NAME OF PROPOSED INVESTORS	CATEGORY	MAXIMUM NUMBER OF WARRANTS TO BE OFFERED (NO.)
1	HARSHA RAJESH JHAVERI	Non-Promoter	43,75,000
2	RAJESH JHAVERI HUF	Non-Promoter	43,75,000
3	VICKY R. JHAVERI HUF	Non-Promoter	43,75,000
4	SAGAR RAJESH JHAVERI HUF	Non-Promoter	43,75,000
5	NIMIT JAYENDRABHAI SHAH	Non-Promoter	1,75,00,000
6	JATINKUMAR DASHRATHBHAI PATEL	Non-Promoter	1,75,00,000
7	DARSHAN R. MEHTA	Non-Promoter	43,75,000
	Total		5,68,75,000

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the equity Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon

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such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 164 of ICDR Regulations, the Relevant Date for the purpose of calculating the price for the issue of equity warrants is 28th May, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM) i.e., Thursday, 27th June, 2024;

RESOLVED FURTHER THAT the said equity Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval provided by the relevant authority.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

I) The Equity Shares to be so allotted on exercise of the equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari - passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

II) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

III) An equity warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants in one or more tranches as per discretion of the company.

IV) The issue of the equity Warrants as well as Equity Shares arising from the exercise of the equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

V) The respective equity Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

VI) In the event the Warrant holder(s) does not exercise the equity warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

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VII) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

VIII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the equity Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to accept any modification(s) or modify the terms of issue of equity Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the equity Warrants in accordance with the provisions of the applicable Acts.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above-mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE for obtaining of in principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange (BSE Ltd.) as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

ITEM NO.3: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF 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 Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Rules made thereunder, as may be amended from time to time the consent of the members of the Company be and is hereby accorded to alter the main object clause of the Memorandum of Association of Company by inserting the following clause:

CLAUSE III (A) OF MEMORANDUM OF ASSOCIATION

1. To carry on the business as producers, distributors, importers, exporters, exhibitors and financiers of cinematographic films, including regional films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, musical, lighting appliances, instruments, equipment's and machines; to construct, establish, own, hire or otherwise acquire and to manage, let on rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, bars, restaurants and other building or works required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade, concerts, circus or other performances and entertainment.
2. To carry on the business of production, distribution or exhibition of films and motion pictures including the running of theatres, cinemas, studios and cinematographic shows and exhibitions.

ITEM NO.4: ADOPTION OF MEMORANDUM OF ASSOCIATION OF COMPANY AS PER PROVISION OF COMPANIES ACT, 2013

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 Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules made thereunder and in accordance with Table A of Schedule I of the said Act, and subject to such other requisite approvals, if any, from the appropriate authorities, the

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approval of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association ("MOA") of the Company with a new set of MOA as per the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Act, Clause III. A. and III. B. of the existing MOA be renamed and read as under:

Clause III. A. - "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"

Clause III. B. - "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III. A. ARE:"

"RESOLVED FURTHER THAT Clause III. C. be deleted entirely and all sub-clauses 1 to 24 appearing in the existing Clause III. C. be inserted as sub-clauses 8 to 31 under Clause III. A of the altered MOA.

"RESOLVED FURTHER THAT Clause IV. be amended and read as under:

Clause IV. - *The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.*

"RESOLVED FURTHER THAT the word "Companies Act, 1956" be substituted with the word "Companies Act, 2013" wherever appears in the existing MOA of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such actions and steps for the purpose of making all such filings as may be required in relation to the aforesaid adoption of Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

ITEM NO.5: APPOINTMENT OF MR. MAHESHKUMAR GIRDHARBHAI KALAVADIYA (DIN: 10188297) AS MANAGING 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 the provision of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for the appointment of MR. MAHESHKUMAR GIRDHARBHAI KALAVADIYA (DIN: 10188297) as Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from 6th May, 2024 on terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Maheshkumar Girdharbhai Kalavadiya (DIN: 10188297).

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“RESOLVED FURTHER THAT where in any financial year during his tenure, the Company has no profits or inadequate profits, the Managing Director shall be paid the minimum remuneration as approved above or such remuneration as may be determined by the board or such other committees as appointed, if any, subject to compliance with the provisions of Companies Act, 2013.

“RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.6: TO APPROVE INCREASE IN THE LIMIT OF THE OVERALL MANAGERIAL REMUNERATION PAYABLE AS PER SECTION 197 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for payment of aggregate managerial remuneration payable to all the Directors/Managing Director/Whole-time Director, even if the same may exceed the limit of 11% of the net profits of the Company, being maximum limit of managerial remuneration payable to all such Directors of the Company in a financial year as per the Act, computed in the manner as laid down in Section 198 of the Act;

“RESOLVED FURTHER THAT in the event the company has no profit or profits are inadequate, the overall managerial remuneration paid to all the Directors shall not exceed Rs. 1,00,00,000/- (Rupees One Crore Only);

“RESOLVED FURTHER THAT, the approval is hereby accorded for payment to any one managing director; or whole-time director or manager in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s);

“RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.7: REGULARISATION OF ADDITIONAL DIRECTOR MS. ANJALI NAIR (DIN - 08620386) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Ms. Anjali Nair (DIN - 08620386), who was appointed as an Additional Non-Executive Director of the Company with effect from January 10, 2024 on recommendation of the Nomination and Remuneration Committee by the Board of Directors, be and is hereby appointed as an Non-Executive Director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms if any with MCA or intimation to any regulatory body.”

By Order of the Board of Directors
PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED

SD/-
MAHESHKUMAR KALAVADIYA
ADDITIONAL DIRECTOR
DIN: 10188297

Place: Ahmedabad

Date: 28/05/2024

Registered Office:

**441, Block-C, 1/1 TPS 14, Sumel 11 Indian Textile Plaza,
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NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Act and the other applicable provisions of the Act for the proposed Resolutions is annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. General instructions for accessing and participating in the EGM and voting through electronic means including remote e-Voting.
3. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of Extra Ordinary general meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the EGM in 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 EGM through VC/OAVM will be made available for 1000 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 EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
7. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at pressuresensitive@gmail.com. The Notice can also be accessed from the website of BSE Limited at

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www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>.

9. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mjassociates.pcs@gmail.com with copies marked to the Company at pressuresensitive@gmail.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in
10. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
11. Members seeking any information with regard to the accounts or any matter to be placed at the EGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at pressuresensitive@gmail.com on or before 24th June, 2024 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
12. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
 - a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to pressuresensitive@gmail.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to pressuresensitive@gmail.com.
 - c. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (a) or (b) as the case may be.
 - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
 - e. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd, having its office at 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai, Maharashtra, 400011 by following the due procedure.
 - f. Those shareholders who have already registered their e-mail address are requested to keep their email addresses validated with their depository participants / the Company's Registrar and

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Share Transfer Agent, to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Purva Sharegistry (India) Pvt. Ltd, by mail at support@purvashare.com together with a valid proof of address in case the shares are held in physical form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM 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 Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised evoting 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 EGM will be provided by NSDL. 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 Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised evoting 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 EGM will be provided by NSDL.
- II. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 21st June, 2024 to Thursday, 27th June, 2024 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, June 20th, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. 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 EGM and prior to the Cut-off date i.e. Thursday, June 20th, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- IV. The remote e-voting will commence on 9.00 A.M. (IST) on Monday, 24th June 2024 and will end on 5.00 P.M. (IST) on Wednesday, 26th June 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Thursday, June 20th, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- V. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

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- 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 i.e. Thursday, June 20th, 2024.
- VII. The Company has appointed M/s Mukesh J. & Associates, Practicing Company Secretary, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are 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>2) 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</p>





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	<p>open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>I. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>II. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>III. 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.</p>

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	<p>IV. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](http://www.cdslindia.com).

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

Login type	Helpdesk details
Individual Shareholders holding 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 022 - 4886 7000 and 022 - 2499 7000
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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mjassociates.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

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on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- e) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (pressuresensitive@gmail.com).
- f) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (pressuresensitive@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- g) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- h) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Ahmadabad-380004, Gujarat, India****Email ID: -pressuresensitive@gmail.com, Website: -www.pressuresensitive.xyz;****Phone: -+91 8128219480****DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI FOR ITEM NOS. 5 & 7:**

The information as required pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards-2 issued by ICSI, is provided below;

Name of Director	Maheshkumar Girdharbhai Kalavadiya	Anjali Nair
DIN	10188297	08620386
Date of Birth	10/12/1990	09/07/1991
Brief Resume and nature of expertise in specific functional areas	Mr. Maheshkumar Girdharbhai Kalavadiya, aged about 33 years, is a professional film maker, film director, writer, and Actor having experience of over 14 years in film making, songs direction, and play role as an actor as well as short story writer. He has worked for numerous clients, collaborated with other artists, singer, producer, as per their requirement.	Ms Anjali Nair (DIN: 08620386) is having 7-8 years’ experience in Public relations, administration and Office Management. She has comprehensive knowledge of management, administration, professional conduct and human relations. She is proposed to be appointed as Non-Executive Director of the company.
No. of Equity Shares held in the Company	NIL	NIL
Disclosure of Relationships between Directors inter-se	Not Applicable	Not Applicable
Names of Listed Entities (Including this listed entity) in which the person holds the Directorship and the Membership of Committees of the board*	PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED	PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED
Names of listed entities from which the person has resigned in the three (3) years	Not Applicable	Not Applicable
Information as required under BSE circular no. LIST/COMP/14/2018-19 dated June 20, 2018.	We confirm that Mr. Maheshkumar Girdharbhai Kalavadiya is not debarred from holding the office of Director by any SEBI order or any other such authority.	We confirm that Ms. Anjali Nair is not debarred from holding the office of Director by any SEBI order or any other such authority.

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

As required under section 102 of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligation and Disclosure Requirements) Regulations and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the businesses mentioned under item Nos. 1 to 7:

ITEM NO. 01:

At present the Authorized Share Capital of the Company is Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakh Only) divided into 15,50,00,000 (Fifteen Crores Fifty Lakh) equity shares of Rs. 1/- each out of which the paid-up share capital of the Company is Rs. 14,83,62,000 /- (Rupees Fourteen Crore Eighty-Three Lakh Sixty-Two Thousand Only) divided into 14,83,62,000 (Fourteen Crore Eighty-Three Lakh Sixty-Two Thousand) equity shares of Rs. 1/- each. The Company proposes to increase its authorized share capital to Rs. 22,00,00,000 /- (Rupees Twenty-Two Crores Only) consisting of 22,00,00,000 (Twenty-Two Crores) Equity Shares of Rs. 1/- (Rupees Ten only) each to facilitate fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM NO. 2:

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

i) Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on 28th May, 2024, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants upto 5,68,75,000 (Five Crore Sixty Eight Lakh Seventy Five Thousand) Convertible Equity Warrants ("Warrants") at a price of Rs. 13/- (Rupees Thirteen Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 73,93,75,000 (Rupees Seventy Three Crores Ninety Three Lakhs Seventy Five Thousand only) to non-promoter, for cash, on a preferential basis.

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ii) Kinds of securities offered and the price at which security is being offered

The Board of Directors had approved the proposal of making preferential allotment of upto 5,68,75,000 (Five Crore Sixty Eight Lakh Seventy Five Thousand) Convertible Equity Warrants to non-promoter at a price of 13/- (Rupees Thirteen Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 73,93,75,000 (Rupees Seventy Three Crores Ninety Three Lakhs Seventy Five Thousand only).

The above said price is arrived at in accordance with the Chapter V of ICDR Regulations ("Issue Price") and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid-up Equity Shares of the Company of Rs. 13/- (Rupees Thirteen) each.

iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company needs to raise additional funds for business expansion and meet out working capital requirements and to have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto Rs. 73,93,75,000 (Rupees Seventy Three Crores Ninety Three Lakhs Seventy Five Thousand only) through issue of Convertible Equity Warrants on preferential basis.

The Company shall utilize the proceeds from the preferential issue of Convertible Equity Warrants to fund the capital requirement for the purpose of meeting working capital requirements, capital expenditures and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

iv) Relevant Date

The Relevant date as per the ICDR Regulations for the determination of the price for the issue of Convertible Warrants is 28th May, 2024, ("Relevant Date") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is 27th June, 2024), to approve the proposed preferential issue.

v) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

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vi) Equity Shareholding Pattern before and after the Preferential Issue

Sr. No.	Category	(*) Pre issue Shareholding Structure		(#) Post-issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoter's Holding				
1	Indian				
	Individual	-	-	-	-
	Body corporates	-	-	-	-
	Sub- Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	NIL	NIL	NIL	NIL
B	Non-Promoter's Holding				
	Institutions	-	-	-	-
	Banks	-	-	-	-
	Other Financial Institutions	-	-	-	-
	Non- Institutional	-	-	-	-
	Body corporates	4,60,87,510	31.06%	4,60,87,510	22.45%
	Individuals	9,99,42,173	67.37%	14,36,92,173	70.01%
	Others (Including HUF)	19,29,317	1.30%	1,50,54,317	7.33%
	Foreign Companies	4,03,000	0.27%	4,03,000	0.21%
C	Non - Promoter - Non Public	-	-	-	-
	Sub-total (B)	14,83,62,000	100.00	20,52,37,000	100.00
	GRAND TOTAL	14,83,62,000	100.00	20,52,37,000	100.00

(*) The pre-issue share holding pattern is as per the share holding pattern as on 31st March, 2024.

(#) The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

vii) Time frame within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of equity Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

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viii) The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

SR. NO.	NAME OF PROPOSED ALLOTTEES	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF THE SHARES PROPOSED TO BE ISSUED, IF APPLICABLE	NO. OF WARRANTS TO BE ALLOTTED
1	HARSHA RAJESH JHAVERI	<i>Not Applicable</i>	Upto 43,75,000
2	RAJESH JHAVERI HUF	Rajesh Jhaveri, Karta	Upto 43,75,000
3	VICKY R. JHAVERI HUF	Vicky R. Jhaveri, Karta	Upto 43,75,000
4	SAGAR RAJESH JHAVERI HUF	Sagar R. Jhaveri, Karta	Upto 43,75,000
5	NIMIT JAYENDRABHAI SHAH	<i>Not Applicable</i>	Upto 1,75,00,000
6	JATINKUMAR DASHRATHBHAI PATEL	<i>Not Applicable</i>	Upto 1,75,00,000
7	DARSHAN R. MEHTA	<i>Not Applicable</i>	Upto 43,75,000

ix) The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

Particulars	Pre-Preferential Allotment shareholding		No. of warrants To be allotted	# Post issue Equity Holding after exercise of Warrants (assuming full Conversion of Warrants)	
	No.	%		No.	No.
Harsha Rajesh Jhaveri	NIL		43,75,000	43,75,000	2.13
Rajesh Jhaveri HUF			43,75,000	43,75,000	2.13
Vicky R. Jhaveri HUF			43,75,000	43,75,000	2.13
Sagar Rajesh Jhaveri HUF			43,75,000	43,75,000	2.13
Nimit Jayendrabhai Shah			1,75,00,000	1,75,00,000	8.53
Jatinkumar Dashrathbhai Patel			1,75,00,000	1,75,00,000	8.53
Darshan R. Mehta			43,75,000	43,75,000	2.13

(Note: #) The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis. The pre-issue shareholding pattern is as on the relevant date.)

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x) Undertaking as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

xi) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

SR NO.	NAME OF PROPOSED INVESTORS	CATEGORY	MAXIMUM NUMBER OF WARRANTS TO BE OFFERED (NO.)
1	Harsha Rajesh Jhaveri	Non-promoter	Upto 43,75,000
2	Rajesh Jhaveri HUF	Non-promoter	Upto 43,75,000
3	Vicky R. Jhaveri HUF	Non-promoter	Upto 43,75,000
4	Sagar Rajesh Jhaveri HUF	Non-promoter	Upto 43,75,000
5	Nimit Jayendrabhai Shah	Non-promoter	Upto 1,75,00,000
6	Jatinkumar Dashrathbhai Patel	Non-promoter	Upto 1,75,00,000
7	Darshan R. Mehta	Non-promoter	Upto 43,75,000

Upon the issuance and allotment of the Warrants, all the Allottees will be categorized as a public shareholder of the Company.

xii) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on BSE, the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the issue price in accordance with the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a. The 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;
- b. The 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;

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Report of the registered Valuer MR. SAGAR SHAH having Reg. No. IBBI/RV/06/2020/13744 is taken under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of 166A of SEBI ICDR Regulations.

The Report will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.pressuresensitive.xyz

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum issue price for the Preferential Issue is Rs. 9.57/- per Equity Share. The Warrant Issue price to be allotted on preferential basis is Rs. 13/- each to the proposed Allottees, which is higher than the minimum price.

xiii) The change in control, if any, in the company that would occur consequent to the offer

Upon the issuance and allotment of the equity Warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.

xiv) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

During the financial year 2024-25, the Company has not allotted any securities on preferential basis.

xv) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Justification is not required as the consideration for issue of equity shares and fully convertible warrants shall be paid in cash and not in consideration other than cash.

xvi) Lock-in period

The Warrants and Equity Shares issued pursuant to the exercise of the equity Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

xvii) Listing

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

xix) Practicing Company Secretary Certificate

A certificate from Mukesh J & Associates, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members.

XX) Other disclosures/undertaking

i) None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

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- ii) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii) The Company does not have any outstanding dues to SEBI, Stock Exchange (BSE Ltd.) or the depositories;
- iv) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange (BSE Ltd.) where its equity shares are listed;
- v) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- vi) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vii) The Company is in compliance with the conditions for continuous listing.
- viii) The Proposed Allottees has not sold any equity shares during 90 trading days preceding the Relevant Date.
- ix) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- x) The Company has complied with the applicable provisions of the Companies Act, 2013 and provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution. The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned to be approved by Special Resolution of the Members.

ITEM NO.3:

It is brought to the attention of the Shareholders that the company hereby proposes to amend the main objects of the company and proposes to carry on the business of production, distribution or exhibition of films and motion pictures including the running of theatres, cinemas, studios and cinematographic shows and exhibitions or deal in films and photographic, sound recording, musical, lighting appliances, instruments or ancillary to the said business provided in the resolution.

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by replacing the clause III of the Memorandum of Association of the company as stated in the resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies Ahmedabad and any other statutory or Regulatory authority, as may be necessary.

The Directors recommend the passing of the resolution under item No.3 of the accompanying Notice for the approval of the members of the company.

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None of the Directors of the company or their relatives are concerned or interested in the passing of the above resolution.

ITEM NO.4:

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act i.e. Companies Act, 1956. The Alteration of Memorandum of Association (MOA) is necessary to bring the existing Memorandum of Association (MOA) in line with the new Companies Act, 2013.

According to the new Act, the Companies now have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore, it is important to alter and adopt the new set of Memorandum of Association (MOA) as per the Companies Act, 2013. The new set of Memorandum of Association (MOA) is based on Table-A of the Companies Act, 2013.

A Copy of the proposed set of new Memorandum of Associations (MOA) of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day.

ITEM NO. 5 & 6:

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has appointed Mr. Maheshkumar Girdharbhai Kalavadiya (DIN: 10188297) as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 6th May, 2024, subject to approval of the members in General Meeting on such terms and conditions including remuneration as set out in the proposed resolution.

The material terms and conditions are as under;

A. **Salary:** - Rs. 20,00,000/- per annum.

B. **Perquisites:** - In addition to the salary, the Managing Director shall be entitled to perquisites which will in terms of the company's rules or as may be decided by the Board subject to maximum limit permissible in terms of provisions of Companies Act, 2013 and Schedule V.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Maheshkumar Girdharbhai Kalavadiya (DIN: 10188297), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time. Furthermore, Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and

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Disclosure Requirement) Regulations, 2015, as amended, approval of members of the company by way of ordinary resolution is required for appointment of Mr. Maheshkumar Girdharbhai Kalavadiya (DIN: 10188297) as Managing Director of the company. Moreover, the brief profile and other details of Mr. Maheshkumar Girdharbhai Kalavadiya (DIN: 10188297) are provided in this Notice, pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SS-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI).

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given exceeding maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 28.05.2024 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year beyond specified limits under Section 197 and computed in the manner laid down in Section 198 of the Companies Act, 2013.

Where in any Financial Year, the Company has no profits or profits are inadequate, the overall remuneration to Directors shall not exceed Rs. 1,00,00,000/- (Rupees One Crore Only).

Accordingly, the Board recommends the resolution set out at item no. 5 & 6 for approval of members as Special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except the Managing Director and Executive Director of the Company are in any way concerned or interested, in the said resolution.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. GENERAL INFORMATION:

a) Nature of Industry:

The Company is presently engaged in manufacture of salt adhesive tapes like Nylon cloth Tapes, Rayon Cloth Tapes, single sided cotton cloth Tapes, Double sided cotton cloth Tapes and Fiber glass cloth Tapes

- b) Date or expected date of commencement of Commercial Production: Not applicable (Company is an existing company).
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- d) Financial performance based on given indicators:

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(In Lakhs)

PARTICULARS	FOR THE FINANCIAL YEAR ENDED 31 ST MARCH, 2024	FOR THE FINANCIAL YEAR ENDED, 2023
Total Income	13.52	13.52
Less: Total Expenditure	13.74	13.40
Profit before Tax	(0.49)	0.12
Less: Provision for Tax	-	-
Profit/ (loss) After Tax	(0.49)	0.12

- e) Foreign investments or collaborations, if any: The Company has not made any foreign investments or collaborations.

2. Information about the appointee:

- a) **Background Details:** Mr. Maheshkumar Kalavadiya is the Managing Director of the company appointment by the board of directors, subject to the approval of the shareholders in this General Meeting.
- b) **Past remuneration:** Not Applicable
- c) **Recognition or awards:** He had shared the futuristic views of overall industry for the coming future.
- d) **Job profile and his suitability:** Considering his knowledge of various aspects relating to the new object to be undertaken by the company and its proposed business affairs and long business experience, the Board of Directors is of the opinion that his appointment will be beneficial for smooth and efficient running of the business.
- e) **Remuneration proposed:** As mentioned above.
- f) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Mr. Maheshkumar Kalavadiya has rich experience in film making, songs direction and production and played role as an actor as well as short story writer and is well known in the Industry. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
- g) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any:** Not Applicable.

3. Other Information:

- a) **Reasons of loss or inadequate profits:** The performance for the year under review was adversely affected due to the management change and lack of knowledge in new management team.
- b) **Steps taken or proposed to be taken for improvement:** To cater to the said shortfall, the company has adopted various measures like reconstitution of managing teams and change in object and business operations of the company.

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- c) **Expected increase in productivity and profits in measurable terms:** It is difficult to forecast the productivity and profitability in measurable terms. However, the Productivity and profitability may improve and would be comparable with the industry average.

ITEM NO. 7:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, the Board recommended, the regularization of Appointment of Ms. Anjali Nair (DIN: 08620386) as a Non-Executive Director of the Company with effect from 10.01.2024 who was appointed as an Additional Director with effect from January 10, 2024 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company.

Ms. Anjali Nair (DIN: 08620386) is to be regularized as a Non-Executive Director of the company liable to retire by rotation.

In View of the above, your Directors recommend the proposed resolution with or without modification as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or Key Managerial Personnel) of the Company except Ms. Anjali Nair (DIN: 08620386) is in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED**

**SD/-
MAHESHKUMAR KALAVADIYA
ADDITIONAL DIRECTOR
DIN: 10188297**

Place: Ahmedabad

Date: 28/05/2024

Registered Office:

**441, Block-C, 1/1 TPS 14, Sumel 11 Indian Textile Plaza,
Shahibag, Ahmadabad City, Gujarat, India, 380004**