

**24<sup>th</sup> December, 2024**

To,  
Department of Corporate Services,  
BSE Limited  
Ground Floor, P.J.Tower,  
Dalal Street, Fort,  
Mumbai- 400001

**BSE Script Code: 524604**

Dear Sir/Madam,

**Subject: Notice of Extra-Ordinary General Meeting (“EGM”) of the Company**

We hereby inform you that the Board of Directors of the Company has decided to call Extra-Ordinary General Meeting (“EGM”) of the Company to be held on hursday, January 16, 2025 at 04.00 P.M. through VC/ OAVM.

Notice of Extra-Ordinary General Meeting of the Company is enclosed.

The Company is providing remote E-voting facility to all the shareholders of the Company. The Company has set Thursday, 9<sup>th</sup> January, 2025 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in Extra-Ordinary General Meeting for remote E-voting. The remote e-voting period begins on Monday, 13<sup>th</sup> January, 2025 (9:00 a.m.) and ends on Wednesday, 15<sup>th</sup> January, 2025 (5:00 p.m.).

You are requested to take the same on your record.

Thanking You,

Yours faithfully,

**For, Adline Chem Lab Limited**

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**Ritu Singh**  
**Company Secretary & Compliance Officer**  
**Membership No.: A24934**

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**  
**ADLINE CHEM LAB LIMITED (Formerly known as Kamron Laboratories Limited)**

NOTICE is hereby given that the **EXTRA-ORDINARY GENERAL MEETING (“EGM”)** of the Shareholders of **Adline Chem Lab Limited(Formerly known as Kamron Laboratories Limited)** (“Company”) will be held on **Thursday, January 16, 2025 at 04.00 p.m.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

**SPECIAL BUSINESS:**

**1. To approve appointment of Mr. Dhawal Akhilesh Deopura (DIN: 09509762) as Non-Executive Independent Director of the Company**

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

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Dhawal Akhilesh Deopura (DIN: 09509762) as an Additional Director to hold office upto the next General Meeting pursuant to Section 161 (1) of the Act in the capacity of Non-Executive Independent Director of the Company w.e.f. 11<sup>th</sup> December, 2024, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 11<sup>th</sup> December, 2024, till 10<sup>th</sup> December, 2029;

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**2. APPROVAL FOR RE-CLASSIFICATION OF PERSONS BELONGING TO THE CATEGORY OF PROMOTER/PROMOTER GROUP TO THE PUBLIC CATEGORY**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and other applicable laws and the approval of BSE Limited (“BSE”) and such other approvals, as may be necessary, and in accordance with the recommendation of the Board, the approval of the Members be and is hereby accorded for the reclassification of the status of following Promoters and Persons related to Promoters (hereinafter referred to as the ‘Persons’) from “Promoter / Promoter Group” category to the “Public” category shareholder of the Company:

<b>Sr. No.</b>	<b>Name of Promoter</b>	<b>No. of Shares*</b>	<b>Shareholding (%)</b>
1.	Balkrishna B Patel	53,900	0.92
2.	Jagrutiben J Laskari	53,900	0.92
3.	Gaurav B Patel	53,500	0.91
4.	Priyanka A Patel	51,500	0.88
5.	Paulomi Zabal Laskari	2,500	0.04
6.	Paulomy Lashkari	2,500	0.04
7.	Dineshchandra Bhikhabhai Patel	1,000	0.02
8.	Kalavatiben Bhagubhai Patel	1,000	0.02
9.	Kamlesh Jagdish Laskari HUF	0	0
10.	Ranak Kamlesh Laskari	0	0

11.	Rohan Kamlesh Laskari	0	0
12.	Sohan Kamlesh Laskari	0	0

**RESOLVED FURTHER THAT** upon receipt of necessary approval(s) for reclassification of the aforementioned Promoter/ Promoter Group, the Company shall effect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force;

**RESOLVED FURTHER THAT** any Director, the Company Secretary or a duly authorized officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, the BSE Limited and members in the general meeting, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.”

**Registered Office:**

**403, Sarthik II, Opp. Rajpath Club,  
S.G. Highway, Bodakdev, Bodakdev,  
Ahmedabad- 380054, Gujarat, India,**

**For and on behalf of the Board**

**For, Adline Chem Lab Limited  
(Formerly known as Kamron Laboratories Limited)**

**Sd/-**

**Sd/-**

**Place: Ahmedabad  
Date: 11/12/2024**

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**Pathak S. B.  
Managing Director  
DIN: 02663344**

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**Parikh H. A.  
Director  
DIN: 00027820**

**Notes:**

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circular"), the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. 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/Authorisation etc. authorising its representative to attend the Extra-Ordinary General Meeting ("**EGM**") through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through their registered email address to [csguravbachani@gmail.com](mailto:csguravbachani@gmail.com) with copies marked to the Company at [secretarial.adlinechemlab@gmail.com](mailto:secretarial.adlinechemlab@gmail.com).
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') with respect to the special businesses set out in the notice is annexed hereto and forms part of this notice.
3. Members are requested to participate on first come first served basis, as participation through VC/OAVM is limited. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the commencement of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted upto 1000 members only. However, the participation of large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the Audit committee, Nomination and remuneration committee and stakeholders Relationship committee, Auditors etc. will not be subject to restriction of first come first served basis.
4. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However, request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
5. Members seeking information are requested to send email at [secretarial.adlinechemlab@gmail.com](mailto:secretarial.adlinechemlab@gmail.com).
6. The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies vide General Circular No. 09/2023 dated September 25, 2023, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circular") respectively in terms of which a company would have ensured compliance with the provisions of Section 20 of the Companies Act 2013, if service of documents have been made through electronic mode. In such a case, the Company has to obtain e-mail addresses of its members for sending the notices/documents through e-mail giving an advance opportunity to each shareholder to register their e-mail address and changes therein, if any, from time to time with the Company. The Company has welcomed the Green Initiative and accordingly has e-mailed the Notice of EGM to all those Members whose e-mail IDs are available with the Registrar and Transfer Agent. In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Accurate Securities and Registry Pvt. Ltd., Registrar and Transfer Agent (R&T) of the Company.

Further, members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants/R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R &T of the Company quoting their folio number(s).

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 National Securities Depository Limited (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. The Members who have casted their vote by remote e-voting may also attend the EGM, but shall not be entitled to cast their vote again.

9. The remote e-Voting period commences on Monday, 13<sup>th</sup> January, 2025 (9:00 a.m.) and ends on Wednesday, 15<sup>th</sup> January, 2025 (5:00 p.m.). During this period, Members holding shares either in physical form or demat form, as on Thursday, 9<sup>th</sup> January, 2025 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
10. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and e-voting at EGM.
11. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and NSDL. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote.
12. The Board of Directors has appointed **Mr. Gaurav Bachani & Associates, Practicing Company Secretary (Firm Registration No: S2020GJ718800)** as a Scrutinizer to scrutinize the e-voting at EGM and remote e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
14. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed.
15. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with clause 1.2.5 of Secretarial Standards-2 of persons seeking appointment/reappointment as a Director of the notice are also annexed to the notice.
16. The Register of Members and Share transfer books of the Company will remain closed from Friday, 10<sup>th</sup> January, 2025 to Thursday, 16<sup>th</sup> January, 2025.
17. 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 [www.adlinechem.com](http://www.adlinechem.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
18. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Monday, 13<sup>th</sup> January, 2025 (9:00 a.m.) and ends on Wednesday, 15<sup>th</sup> January, 2025 (5:00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 9<sup>th</sup> January, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 9<sup>th</sup> January, 2025.**

**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 and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>   <b>App Store</b>       <b>Google Play</b>        </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to</li> </ol>



	<p>register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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.
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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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'.
    - (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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 [csgauravbachani@gmail.com](mailto:csgauravbachani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial.adlinechemlab@gmail.com](mailto:secretarial.adlinechemlab@gmail.com).
2. 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 [secretarial.adlinechemlab@gmail.com](mailto:secretarial.adlinechemlab@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial.adlinechemlab@gmail.com](mailto:secretarial.adlinechemlab@gmail.com). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

#### **ITEM NO: 01:**

The Board of Directors of the Company at its meeting held on 11<sup>th</sup> December, 2024, appointed Mr. Dhawal Akhilesh Deopura (DIN: 09509762) as an Additional Director of the Company to hold office upto next General Meeting pursuant to Section 161(1) of the Companies Act, 2013 in the capacity of Non-Executive Independent Director for a term of 5 years with effect from 11<sup>th</sup> December, 2024, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee has recommended, and the Board has approved the appointment of Mr. Dhawal Akhilesh Deopura as an Additional Director in the Capacity of Non-Executive Independent Director pursuant to the provisions of Sections 149, 150,152 and any other provisions applicable, if any read with Schedule IV of the Companies Act, 2013. The Company has received a declaration from Mr. Dhawal Akhilesh Deopura confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Dhawal Akhilesh Deopura consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as Independent Director for a period of five years with effect from 11<sup>th</sup> December, 2024. A copy of letter of appointment of Mr. Dhawal Akhilesh Deopura setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Dhawal Akhilesh Deopura, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure to this Notice. A brief profile of Mr. Dhawal Akhilesh Deopura is given at Annexure to Item No. 01 of this Notice. Except the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 01.

#### **ANNEXURE TO ITEM NO: 01**

<b>Name of the Director</b>	<b>Mr. Dhawal Akhilesh Deopura</b>
Date of Birth	18/04/1998
Nationality	Indian
Date of Initial Appointment	11/12/2024
Qualifications	Practicing Chartered Accountant, B.Com
Nature of Expertise in specific functional area	Around 6 years of experience in the field of Accountancy, Taxation, Finance, Internal Audit
Experience	6-7 Years
Terms and Conditions of appointment	Appointment as Non-Executive Independent Director
No. of Board Meeting attended during the year	0
Number of shares held in the Company	NIL
Other directorships held including in listed entity	0
Chairman/Member in the Committees of the Boards of this and other listed companies in which he is a Director	Member-2 Chairperson-2
Relationship between Directors / Manager & other and other KMPS	Professional
Justification for appointment	Appointment as Non-Executive Independent Director

#### **ITEM NO: 02:**

The Company has received a Letters dated November 14, 2024 from following promoters (“Outgoing Promoters”) requesting for reclassification from ‘promoter/promoter group’ category of the Company to ‘public’ category in accordance with provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations “).

The details of the above referred person and their shareholding is as under:

<b>Sr. No.</b>	<b>Name of Promoter</b>	<b>No. of Shares*</b>	<b>Shareholding (%)</b>
1.	Balkrishna B Patel	53,900	0.92

2.	Jagrutiben J Laskari	53,900	0.92
3.	Gaurav B Patel	53,500	0.91
4.	Priyanka A Patel	51,500	0.88
5.	Paulomi Zabal Laskari	2,500	0.04
6.	Paulomy Lashkari	2,500	0.04
7.	Dineshchandra Bhikhabhai Patel	1,000	0.02
8.	Kalavatiben Bhagubhai Patel	1,000	0.02
9.	Kamlesh Jagdish Laskari HUF	0	0
10.	Ranak Kamlesh Laskari	0	0
11.	Rohan Kamlesh Laskari	0	0
12.	Sohan Kamlesh Laskari	0	0

Based on the letter received from above listed Promoters, the matter was discussed by the Board of Directors at their meeting held on Wednesday, 11<sup>th</sup> December, 2024 and the Board decided to get the above promoter/promoter group persons reclassified from the 'promoter/promoter group' to 'public Category' subject to further approval of members of the Company, BSE Limited, and such other approvals, as may be necessary, in this regard.

The Outgoing Persons are not, directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and they are neither involved in the day to day activities of the Company nor are they exercising any control over the affairs of the Company and are not engaged in the management of the Company. The aforesaid persons neither have representation on the Board of Directors of the Company nor hold any key Management position in the Company.

The Company also not entered into any Shareholders Agreement with them except with the Promoters named as i) Kamlesh Jagdish Laskari HUF ii) Ranak Kamlesh Laskari iii) Rohan Kamlesh Laskari iv) Sohan Kamlesh Laskari dated 17<sup>th</sup> May, 2023.

Further none of the aforesaid persons are 'willful defaulters' as per the Reserve Bank of India Guidelines nor economic offenders. They do not have any regulatory action pending against them. Further, the Outgoing Persons have confirmed that subsequent to its reclassification, it will continue to comply with the provisions of Regulation 31A (4) of the Listing Regulations.

As required under Regulation 31A (3)(c) of the Listing Regulations:

- The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of Listing Regulations;
- The trading in Equity Shares of the Company have not been suspended by the stock exchanges where Equity Shares of the Company are listed;
- The Company does not have outstanding dues to the SEBI, stock exchanges or the depositories.

And after considering the confirmations and undertakings given in the Request Letter in respect to compliance with Regulation 31A of the Listing Regulations, have accepted and approved the request for reclassifying Outgoing Persons status as Public Shareholders.

Subsequent to the reclassification of the Outgoing Persons, there is no change in control as no new Promoter has been inducted and the rest of the Promoter i.e., Hemant Amrish Parikh will continue to act as Promoter.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of shareholders from 'Promoter/ Promoter group' category to 'public' category, *inter alia*, requires approval of shareholders of the company by way of an Ordinary Resolution and also the approval of the Stock Exchanges, where the Equity Shares of the Company are listed.

Accordingly, the Board recommends the resolution proposed in Item No. 2 of the Notice for the approval of the members by way of Ordinary Resolution.

Except above named Promoters seeking reclassification and their relatives, none of Directors or Key Managerial Personnel's or their relatives are concerned or interested in the said resolution.