



Angel
Fibers Limited

CIN : L17200GJ2014PLC078738
GSTIN NO : 24AAMCA4484F1ZM Dt. 25-09-2017

Date: September 06, 2022

To,
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Respected Sir / Ma'am,

Sub: Submission of Notice of 09th Annual General Meeting.

Ref: Angel Fibers Limited (Scrip Code: 541006)

We wish to inform you that the 09th Annual General Meeting of the Company will be held on Wednesday, September 28, 2022 at 11:00 A.M. at the registered office of the company situated at Survey No. 100/1, Plot No.1, Haripar, Jamnagar, Gujarat, India - 361112 to transact the businesses mentioned in the Notice of 09th Annual General Meeting.

We have attached herewith the Notice of 09th Annual General Meeting of our Company for kind perusal of Stakeholders.

For, **Angel Fibers Limited**

Reena Kanabar
Company Secretary & Compliance Officer

Place: Haripar, Jamnagar

Encl: Notice of 09th AGM

Regd Office :

Survey No. 100/1, Kalavad - Ranuja Road,
At : Haripar, Tal. : Kalavad, Dist : Jamnagar
email : info@angelfibers.com, angelfibers01@gmail.com

Factory :

Survey No. 100/1, Kalavad - Ranuja Road,
At : Haripar, Tal. : Kalavad, Dist : Jamnagar
email : info@angelfibers.com, angelfibers01@gmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ANGEL FIBERS LIMITED WILL BE HELD ON WEDNESDAY, 28TH DAY OF SEPTEMBER, 2022 AT 11.00 A.M. IST AT REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT, INDIA - 361112 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022, TOGETHER WITH THE DIRECTORS AND AUDITORS REPORT**

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended on 31st March, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. **TO REAPPOINT MR. PANKAJ BECHARBHAI BHIMANI (DIN: 08818741), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT**

Explanation: Based on the terms of appointment, office of executive directors and the non-executive & non independent directors are subject to retirement by rotation, Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), who was appointed on August 06, 2020 and whose office is liable to retire by rotation at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his re-appointment. Therefore, members are requested to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary resolution:-

“**RESOLVED THAT** Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), who Retires by Rotation in terms of section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Non-executive director of the company whose office shall be liable to retirement by rotation”.

3. **TO APPOINT STATUTORY AUDITOR AND FIX THEIR REMUNERATION**

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

“**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. Chetan Agarwal & Co., Chartered Accountants (FRN: 120447W) be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. K P B & Associates, Chartered Accountants, Mumbai (Firm Registration No. 0114814W), who shall hold office from the conclusion of this 09th Annual General Meeting for term of one year till conclusion of the 10th Annual General Meeting and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

“**RESOLVED FURTHER THAT** approval be and is hereby accorded for payment of statutory audit fees of Rs. 1,05,000 (Rupees One Lakh Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes to M/s. Chetan Agarwal & Co., Chartered Accountants for the financial year 2022-23.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

SPECIAL BUSINESSES

4. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH HARIPRIYA SPINNING MILL PRIVATE LIMITED

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Haripriya Spinning Mill Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products and for any other purchase/sale transactions as the companies mutually decides, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs.100 Crore for the Financial Year 2022-23 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.”

5. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH REDECO FIBERS PRIVATE LIMITED:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to authorize the Board of Directors of the Company to enter in to the contract(s)/arrangement(s)/transaction(s) with Redeco Fibers Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products and for any other purchase/sale transactions as the companies mutually decides, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs.100 Crore for the financial year 2022-23 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.”

6. TO CHANGE THE DESIGNATION OF MR. JITENDRA GOPALBHAI RAIYANI (DIN: 00284527) FROM NON-EXECUTIVE TO EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals,

as may be required and pursuant to such request received from Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527) and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for Change in Designation of and appointment of Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527) as Executive Director of the Company w.e.f. October 1, 2022, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company

RESOLVED FURTHER THAT, subject to the provisions of Section 197 of the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527) as set out in the explanatory statement attached hereto, 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 Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527) as Executive Director.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter including filing of the said resolution with the Registrar of Companies, Ahmedabad."

7. APPROVAL OF REMUNERATION OF COST AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms and documents with the Registrar of Companies."

Date: 03.09.2022
Place: Haripar, Jamnagar

For and on Behalf of the Board of Directors,
Angel Fibers Limited

| | |
|-------------------------------|-------------------------------|
| Mr. Rohankumar Raiyani | Mr. Rameshkumar Ranipa |
| Managing Director | Chairman |
| (DIN :08814726) | (DIN :03339532) |

IMPORTANT NOTES :

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 3 to 7 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards-2 issued by ICSI for the Item Nos. 2 and 6 of the Notice are also annexed.
2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**
 A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
 The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 26, 2022, 11:00 a.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
 During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the AGM. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members, intending to send their authorized representatives to attend the AGM, are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
6. Holding of Company is fully in Demat Mode therefore Closure of Register of Members and Share Transfer Books of the Company is not applicable. .
7. The route map showing directions to reach the venue of the 9th AGM is provided at the end of this Notice.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. As per SEBI circular dated 13.05.2022 numbering SEBI/HO/CFD/CMD2/CIR/P/2022/62 and as per General Circular No. 20/2020 dated 05.05.2022 of MCA exemption is provided to all the companies for sending physical copies of the notice along with Annual Report to the members whose e-mail Id is not registered. Members may note that this Notice and the Annual Report 2021-22 will also be available on the Company's website viz. www.angelfibers.com.
10. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
12. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
13. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
14. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Security Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting is deemed to have been passed as if they have been passed at the AGM.
15. The remote e-voting period commences on Sunday, September 25, 2022 (09:00 a.m.) and ends on Tuesday, September 27, 2022 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Wednesday, September 21, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 21, 2022.
17. The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Wednesday, September 21, 2022 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. The Board of Directors has appointed M/s SCS and CO LLP, Practicing Company Secretary (Membership No. ACS 41942 COP 23630) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and 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 shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.angelfibers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 25, 2022 at 09 : 00 A.M. and ends on Tuesday, September 27, 2022 at 05 : 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. Wednesday, September 21, 2022, 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, Wednesday, September 21, 2022.

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. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL. | <ol style="list-style-type: none"> 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 https://wcb.cdslindia.com/mycasi/home/login or www.cdslindia.com and click on New System Mycasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://wcb.cdslindia.com/mycasi/Rcgistration/EasiRcgistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |

| | |
|---|--|
| 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 |
|---|--|

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

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.
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'.
- (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.nsd.com.
- b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsd.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 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.
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 secsandcollp@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 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) 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 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 (Company email id).
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 (Company email id). 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.**
3. 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.
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.

EXPLANATORY STATEMENT

(Pursuant to section 102 of Companies Act, 2013 and Secretarial Standard – II on General Meetings)

ITEM NO. 3

TO APPOINT STATUTORY AUDITOR AND TO FIX THEIR REMUNERATION : ORDINARY RESOLUTION

The Members of the Company at the 08TH Annual General Meeting ('AGM') held on 29th September, 2021 approved the appointment of M/s. K P B & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of one year from the conclusion of the said AGM. M/s. K P B & Associates will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. Chetan Agarwal & Co., Chartered Accountants (FRN: 120447W) as statutory auditors of the company, who shall hold office from the conclusion of this 9th Annual General Meeting for term of one year till conclusion of the 10th Annual General Meeting to be held in the year 2023. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

About M/s. Chetan Agarwal & Co., Chartered Accountants :

- **Proposed Fees and material change in fee payable:** Remuneration for Statutory Audit of 1,05,000 (Rupees One Lakh Five Thousand only) plus applicable taxes and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company for the financial year 2022-23.
The proposed fees are being based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.
The fees include services in the nature of limited review, statutory certifications and other professional work as required by the company.
There is reduction in fees by 40% as compared to previous Auditor
- **Basis of recommendation and Auditor Credentials:** M/s. Chetan Agarwal & Co., Chartered Accountants is having experience of more than 20 years, whose office is situated at 601/602, Swagat Complex, Opp. Hotel Regency, P. N. Marg, Jamnagar. They value for Integrity, Outstanding value to markets and clients, Commitment to each other, Strength from cultural diversity etc.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board of Directors recommends passing of the resolution as set out item no. 3 of this Notice as Ordinary Resolution.

ITEM NO. 4

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH HARIPRIYA SPINNING MILL PRIVATE LIMITED: ORDINARY RESOLUTION

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

HariPriya Spinning Mill Private Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with HariPriya Spinning Mill Private Limited is likely to exceed the said threshold limit during the financial year 2022-23.

Accordingly transaction(s) entered with HariPriya Spinning Mill Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Haripriya Spinning Mill Private Limited in the financial year 2022-23.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Haripriya Spinning Mill Private Limited are as follows:

| Sl. | Particulars | Remarks |
|-----|---|---|
| 1. | Name of Related Parties | Haripriya Spinning Mill Private Limited |
| 2. | Name of the Director or KMP who is related | Mr. Rameshkumar Jivrajbhai Ranipa |
| 3. | Nature of Relationship | -Mr. Rameshkumar Jivrajbhai Ranipa is promoter & Chairman of Angel Fibers Limited and promoter & director of Haripriya Spinning Mill Private Limited. Mr. Rameshkumar Jivrajbhai Ranipa holds 1,47,82,700 number of Equity Shares (Majority Stake) in Angel Fibers Limited and holds 5,000 number of Equity Shares in Haripriya Spinning Mill Private Limited as on 31 st March, 2022 |
| 4. | Monetary Value | The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 100 Crores for FY 2022-23 with Haripriya Spinning Mill Private Limited. |
| 5. | Nature materials terms and particulars of the Contracts/arrangements/ | Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis. |
| 6. | Any advance paid or received for the contracts/arrangements | As per industry norms customs and usages. |
| 7. | Tenure of contracts/arrangement | F.Y. 2022-23 |
| 8. | Any other information relevant or important for the members to take a decision on the proposed resolution. | Nil |

Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board of Directors recommends passing of the resolution as set out item no. 4 of this Notice as Ordinary Resolution.

| | | |
|----|--|---|
| 6. | Any advance paid or received for the contracts/arrangements | As per industry norms customs and usages. |
| 7. | Tenure of contracts/arrangement | F.Y. 2022-23 |
| 8. | Any other information relevant or important for the members to take a decision on the proposed resolution. | Nil |

Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board of Directors recommends passing of the resolution as set out item no. 5 of this Notice as Ordinary Resolution.

ITEM NO. 6

TO CHANGE THE DESIGNATION OF MR. JITENDRA GOPALBHAI RAIYANI (DIN: 00284527) FROM NON-EXECUTIVE TO EXECUTIVE DIRECTOR OF THE COMPANY-ORDINARY RESOLUTION

The Board of Directors of the Company, in their Meeting held on September 24, 2020, had appointed Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527) as Non-executive Director of the Company for a period of 5 years w.c.f. September 25, 2020. The initial terms and conditions of appointment and remuneration of Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527) as Non-executive Director of the Company was also approved by the Members of the Company in their Annual General Meeting held on September 24, 2020.

However, attention and contributions devoted by Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527) helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on September 03, 2022 has considered that designation and remuneration of Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527), Non-executive Director of the Company should be modified and he should be designated as Executive Director of the company with effect from October 1, 2022, subject to the approval of the Shareholders at this Annual General Meeting.

The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on September 03, 2022, considered and recommended the appointment of Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527) as an Executive Director of the Company, who will be liable to retire by rotation, A brief profile of Mr. Jitendrabhai Gopalbhai Raiyani including nature of his expertise, is provided under Annexure to the notice of this Annual Report.

Terms and conditions of Appointment and Remuneration:-

Term of appointment: 5 years w.c.f October 1, 2022.

Conditions:

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by **Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527)** ("Executive Director") as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Executive Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

- b) The Executive Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- c) This appointment may be terminated by giving one months' notice on either side or the Company paying one months' remuneration in lieu of such notice.
- d) The employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice;
 - a) if the Executive Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company for which he is required to render services; or
 - b) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Executive Director of any of the stipulations to be executed between the Company and the Executive Director; or
 - c) in the event the Board expresses its loss of confidence in the Executive Director.
 - d) In the event the Executive Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e) Up on the termination by whatever means of the Executive Director's employment;
 - a) the Executive Director shall immediately tender his resignation from offices held by him without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company;
 - b) the Executive Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
- f) The Executive Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

Remuneration Proposed:

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 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), the remuneration payable to Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527) is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

Date or expected date of commencement of commercial production: The Commercial Production/Processing in the month of July, 2015.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:
Financial Highlights

(Amount in Rs.)

| Particulars | FY 2021-22 | FY 2020-21 |
|---|-------------------------|-------------------------|
| Revenue from operations | 247,71,05,460.00 | 136,31,32,643.00 |
| Other income | 5,73,54,534.00 | 3,51,94,018.00 |
| Total revenue | 253,44,59,994.00 | 139,83,26,661.00 |
| EBITDA | 26,27,31,732.00 | 22,47,10,471.00 |
| Less: | | |
| Finance Costs | 4,72,28,678.00 | 5,99,25,657.00 |
| Depreciation | 10,18,44,985.00 | 11,54,60,989.00 |
| Profit before tax, exceptional and extraordinary items | 11,36,58,069.00 | 4,93,23,825.00 |
| Add/(Less): Exceptional/Extraordinary income/(expense) | 0.00 | 0.00 |
| Profit before tax | 11,36,58,069.00 | 4,93,23,825.00 |
| Less: Taxes on income | 1,99,06,044.00 | (2,00,14,054.00) |
| Profit after tax | 9,37,52,025.00 | 6,93,37,879.00 |
| EPS – Basic | 3.75 | 2.77 |
| EPS – Diluted | 3.75 | 2.77 |

Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2022, total holding of Foreign Shareholders including Overseas Bodies Corporates was NIL Equity Shares.

Information about the appointee:

Background Details: Mr. Jitendrabhai Gopalbhai Raiyani, aged 53 years, is Non-executive Director of our Company since August 06,2020. He has wide experience of more than 32 years. He worked in varied fields like Agriculture, chemical industry, solar industry, ceramic industry, textile industry etc. Last year only he had takenover the company with one other acquirer and became promoter of the company. He is involved with manufacturing and financial management of the company and his experience and knowledge provides massive growth to the company.

Past Remuneration: In the first year of appointment i.e. financial year 2020-21, Mr. Jitendrabhai Gopalbhai Raiyani was not drawing any amount as remuneration as the company was in loss in the financial year 2019-20. In the Annual General Meeting held on 29th September,2021 the remuneration was set up to Rs. 12,00,000/- per annum, but he didn't withdraw any remuneration in the F.Y. 2021-22 also.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Jitendrabhai Gopalbhai Raiyani (DIN: 00284527) is director in 3 other private limited companies and therefore having wide experience of more than 15 years in sales and marketing. He is also showing accounting related issues in that companies from last 10 years. Moreover, he was engaged in agricultural field in the initial stage of his career and base product of the company is agro product only, therefore this experience is useful for company.

Revised Terms and conditions of Remuneration:-

- Basic Salary up to Rs. 36,00,000/- per annum excluding perquisite mentioned hereunder for the existing term;
- Perquisites and Allowances.

Mr. Jitendrabhai Gopalbhai Raiyani will be paid remuneration including perquisites and allowances.

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):

Taking into consideration the size of the Company, the profile of Mr. Jitendrabhai Gopalbhai Raiyani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Jitendrabhai Gopalbhai Raiyani has pecuniary relationship to the extent he is relative of the directors of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the current term of *Mr. Jitendrabhai Gopalbhai Raiyani* until revised further with other terms and conditions remaining unchanged as earlier decided between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to *Mr. Jitendrabhai Gopalbhai Raiyani* for the existing term as Executive Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience.

Except *Mr. Jitendrabhai Gopalbhai Raiyani* himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board of Directors recommends passing of the resolution as set out item no. 06 of this Notice as Special Resolution.

ITEM NO. 7

APPROVAL OF REMUNERATION OF COST AUDITOR : ORDINARY RESOLUTION

The Board on the recommendation of the Audit Committee has approved the appointment of M/s Manish Bhagvandas Analkat, Cost Auditor (FRN: 100261) at remuneration of Rs. 40,000/- plus taxes as applicable and reimbursement of out-of-pocket expenses, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company; accordingly consent of the members is sought.

The Directors recommends the resolution for member's approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the matter and the resolution set out under Item No. 07 for the approval of the Members by way of passing Ordinary Resolution(s).

Date: 03.09.2022

Place: Haripar, Jamanagar

**For and on Behalf of the Board of Directors,
ANGEL FIBERS LIMITED**

Mr. Rohankumar Raiyani
Managing Director
(DIN :08814726)

Mr. Rameshkumar Ranipa
Chairman
(DIN :03339532)

ANNEXURE TO THE NOTICE DATED SEPTEMBER 03, 2022

The relevant details, 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 Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

| | |
|--|---|
| Name of Director | Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) |
| Date of Birth | November 22, 1981 |
| Date of Initial Appointment | August 06, 2020 |
| Date of Appointment (at current term) | Proposed to regularized in current AGM |
| Educational Qualifications | Graduation |
| Expertise in specific functional areas - Job profile and suitability | He is a partner in MURLIDHAR TRACTORS (partnership firm) from more than 20 years and hence having wide experience in sales and market research. |
| Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company) | N.A |
| Memberships / Chairmanships of committees of other public companies | N.A |
| Shareholding in the Company: | NIL |
| Inter-se Relationship with other Directors | Mr. Pankajbhai Becharbhai Bhimani is cousin brother of Mr. Ramcshbhai Ranipa. |

| Sr. No. | Particulars | Details |
|---------|---|---|
| 1. | Reason for change viz. appointment, resignation, removal, death or otherwise | Change in designation From Non-Executive Director to Executive Director |
| 2. | Name and Date of Birth | Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527) DOB : 01.06.1969 |
| 3. | Date of appointment | Executive Director of the Company for a period of 5 years w.c.f September 28, 2022. |
| 4. | Educational Qualification | Graduation |
| 5. | Term of appointment | Change in designation From Non-Executive Director to Executive Director for a period of 5 years w.c.f September 28, 2022 subject to approval of Share-holders in the ensuing Annual General Meeting of the Company |
| 6. | Brief profile | He is director in 3 other private limited companies and therefore having wide experience of more than 15 years in sales and marketing. He is also showing accounting related issues in that companies from last 10 years. Moreover he was engaged in agricultural field in the initial stage of his career and base product of the company is agro product only, therefore this experience is useful for company. |
| 7. | Disclosure of relationships between directors | Mr. Jitendrabhai Gopalbhai Raiyani is father-in-law of Mr. Rameshbhai Ranipa's daughter and father of Mr. Rohankumar Raiyani |
| 8. | Directorships held in other companies | 1. Redren Energy Private Limited CIN - U40106GJ2006PTC049654 2. Raison Bio-Tech Private Limited CIN - U27310GJ2006PTC048496 3. Redeco Fibers Private Limited CIN - U17299GJ2020PTC118191 |
| 9. | Shareholding | 36,95,680 equity shares |
| 10. | Information as required pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 | Mr. Jitendrabhai Gopalbhai Raiyani is not debarred from holding the office of director pursuant to any SEBI order |

FORM NO. MGT-11

PROXY FORM

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

Name of the member(s):

Registered Address:

.....
.....

E-mail ID:

Folio/ DP ID - Client ID No.:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :, or failing him,

2. Name :
Address :
E-mail Id :
Signature :, or failing him,

3. Name :
Address :
E-mail Id :
Signature :, or failing him,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual general meeting of the company, to be held on 28th September, 2022 At 11.00 A.M. At the registered office of The Company Situated At Survey No. 100/1, Plot No.1, Haripar , Tal: Kalavad, Dist: Jamnagar-361112 (Gujarat). For all the resolutions as mentioned in AGM notice.

Signed this..... day of..... 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix revenue stamp

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Please complete all details of member(s) in the above box before submission.

ATTENDANCE SLIP

09th ANNUAL GENERAL MEETING

Folio No. DP ID No. * Client ID No.....

I hereby record my presence at the 9th Annual General Meeting of the Company to be held on 28th September, 2022 at 11.00 A.M. At the registered office of The Company Situated at Survey No. 100/1, Plot No.1, Haripar , Tal: Kalavad, Dist: Jamnagar-361112 (Gujarat)

Name of the Shareholder :

Name of the Proxy :

Signature of member/proxy :

NOTE:

1. To be signed at the time of handing over this slip.
2. Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.

ROUTE MAP TO THE VANUE OF ANNUAL GENERAL MEETING

