NOTICE

NOTICE is hereby given that the Forty Fourth Annual General Meeting of the Members of Global Offshore Services Limited will be held on **Thursday - 29th September, 2022** at **11.30 a.m.** IST through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt:
 - (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon
- 2. To appoint a Director in place of Mr. Aditya A. Garware (DIN: 00019816), who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To consider and if thought fit, to pass with or without modification(s)the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and any rules framed thereunder read with the Companies (Audit and Auditors) Rules, 2014, Messrs. D. Kothary & Co., Chartered Accountants (Firm Registration No. 105335W), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of 49th Annual General Meeting (5 years) of the Company, at a remuneration and reimbursement of out of pocket expenses incurred in connection with the audit to be decided by the Board."

Registered Office:

101, Swapnabhoomi, "A" Wing, S. K. Bole Road, Dadar (W), Mumbai – 400028. CIN: L61100MH1976PLC019229.

Date: 09th August, 2022 Place: Mumbai. By Order of the Board sd/-A. C. Chandarana Company Secretary & President - Legal & Admin.

NOTES

- 1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 collectively referred to as "MCA Circulars") permitted convening the Annual General meeting ("AGM" / "meeting") through Video Conferencing ("VC") or other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 2. Since the AGM will be held through VC/ OAVM, the route map of the venue of the meeting is not annexed hereto.
- 3. Detail of Director retiring by rotation / seeking appointment / re-appointment at this meeting is provided in the "Annexure" to the Notice.
- 4. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www. globaloffshore.in, website of the Stock Exchange, i.e., BSE Limited at www. bseindia.com.

For receiving all communication (including Annual Report) from the Company electronically:

Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent with details of Folio Number and attaching a self-attested copy of PAN Card to Bigshare email: lawoo@bigshareonline.com

- a) Members holding shares in dematerialised mode are requested to register / update their email addresses with their relevant Depository Participant.
- 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 MCA Circulars 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 AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.



- 8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on first come first served basis.
- The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.globaloffshore.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting@cdslindia.com.

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

- (i) The voting period begins on Monday, 26th September, 2022 from 10.00 a.m. and ends on Wednesday, 28th September, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 21st September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions, however, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
 - Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
 - In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login method |
|--|---|
| Individual Shareholders holding securities in Demat mode | Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select new System Myeasi. |
| with CDSL | After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting Service Provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting Service Providers' website directly. |
| | If the user is not registered for Easi/Easiest, option to register is available at <a evoting="" evoting.cdslindia.com="" evotinglogin"="" href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration/EasiRegistration/EasiRegistration/EasiRegistration/EasiRegistration/EasiRegistration/EasiRegistration/EasiRegistration/EasiRegistration/EasiRegistration/Eosimal Demat Account number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| Individual Shareholders holding securities in demat mode with NSDL | If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. |
|--|--|
| | Click on "Access to e-voting" under e-Voting services and you will be able to see e-Voting page. Clickon company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/secureWeb/ldeasDirectReg.jsp |
| | Visit the e-Voting website of NSDL. open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| 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. After Successful login, you will be able to see e-Voting option. once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|--|
| | Members facing any technical issue in login can contact CDSL helpdesk |
| mode with CDSL | by sending a request at helpdesk.evoting@cdslindia.com or contact at |
| | toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

The Shareholders should log on to the e-voting website www.evotingindia.com.

- 1) Click on "Shareholders" module.
- 2) now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

4) If you are a first-time user follow the steps given below:

| | For Physical Shareholders and other than Individual Shareholders holding shares in Demat. | |
|---------------|--|--|
| PAN | er your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders vell as physical Shareholders) | |
| | Shareholders who have not updated their PAN with the Company/Depository Participant are | |
| | requested to use the sequence number sent by Company/RTA or contact Company/RTA. | |
| Dividend bank | bank Enter the Dividend Bank Details or Date of birth (in dd/mm/yyyy format) as recorded in your demat account or | |
| Details | etails the company records in order to login. | |
| or Date of | If both the details are not recorded with the depository or company, please enter the member id / | |
| birth (Dob) | folio number in the Dividend Bank details field. | |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant < Company name > on which you choose to vote.
- (x) on the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or no as desired. The option YES implies that you assent to the Resolution and option no implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii)Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <u>www. evotingindia.</u>
 <u>com</u> and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk. evoting@cdslindia.</u>
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they
 would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with
 attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the
 email address viz; investorredressal@globaloffshore.in (designated email address by company), if they have voted from individual tab
 & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. however, they will not be eligible to vote at the AGM/EGM.
- 4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
- Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. Please note that Participants Connecting from mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM/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 available during
 the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- 1. For Physical shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 11. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- 12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33..
- 13. Mr. Taher Sapatwala, Practicing Company Secretary (Membership No.8029 & C.P No.16149) is appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 14. The Scrutinizer will submit his report of the votes polled through e-voting and physical voting, to the Chairman. The Chairman will, or in his absence, any other person so authorized by him will, announce the results of Voting on 29th September, 2021 immediately upon receipt from the Scrutinizer. The Scrutinizer's decision on the validity of the votes cast through E-voting and Electronic voting on the day of the meeting shall be final.
- 15. The Scrutinizer's Report, shall be placed on the Company's website: www.globaloffshore.in within two (2) working days of passing of the resolution and communicated to the Stock Exchange where the shares of the Company are listed, viz. BSE Ltd.
- 16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the notice will be available electronically for inspection by the members during the AGM.
- 17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 22, 2022 through email on investorredressal@globaloffshore.in. The same will be replied by the Company suitably.
- 18. Shareholders who have not yet encashed their dividend warrants may approach the Company for revalidation, issue of duplicate warrant etc. quoting the Folio no./ Client ID. Please note that as per Section 125 of the Companies Act, 2013 dividend which remains unclaimed over a period of 7 years has to be transferred by the Company to the "Investor Education & Protection Fund" (IEPF).

The details of last Dividend declared by the Company and transfer of unclaimed dividend to IEPF are as under:

| Financial Year | Type of Dividend | Dividend Declaration Date (AGM/ BM date for interim) | Date for transfer |
|----------------|---------------------|--|-------------------|
| 2013-14 | Final Dividend | 25.09.2014 | 13.11.2021 |

- 19. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote
- 20. Members holding shares in demat mode who have not registered their email addresses are requested to register their email addresses with their respective depository participants and members holding shares in physical mode are requested to update their email address with the Company's RTA, Bigshare Services Pvt. Ltd. at email id lawoo@bigshareonline.com to receive copies of the Annual Report 2021-22 in electronic mode.
- 21. SEBI has mandated the submission of the Permanent Account No.(PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to the RTA.

Registered Office:

101, Swapnabhoomi, "A" Wing, S. K. Bole Road, Dadar (W), Mumbai – 400028 CIN: L61100MH1976PLC019229

Date: 09th August, 2022.. Place: Mumbai.

By Order of the Board sd/-A. C. Chandarana Company Secretary & President - Legal & Admin.

Annexure to Notice

Details of Director seeking Appointment / Re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS2) are as follows:

| Name | Mr. Aditya A Garware |
|---|--|
| Date of Birth | 11.02.1971 |
| DIN | 00019816 |
| Date of appointment on Board | 31.05.1993 |
| Relationship with other Directors inter-se. | Brother of Mrs. Maneesha S Shah |
| Qualifications | M.B.A Lehigh University, U.S.A. |
| Experience in specific function area. | Industrialist |
| Directorship held in other companies | Garware Marine Industries Ltd. Garware Goa Nets Ltd. Adsu Trading & Investment Company Pvt. Ltd. Masu Trading & Investment Company Pvt. Ltd. Mauve Trading Company Pvt. Ltd. Shesu Trading & Investment Co. Pvt. Ltd. Universal Investment Services Pvt. Ltd. Garware Offshore International Services Pte. Ltd. |
| Membership/ Chairmanship of Committee in other public limited companies (includes only Audit & Shareholders'/ Stakeholders' Committee). | Audit Committee - Member Stakeholders Relationship Committee - Member |
| Shareholding, if any, in the Company | 7,83,703 |

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Date: 09th August, 2022. Place: Mumbai.

By Order of the Board sd/-A. C. Chandarana Company Secretary & President - Legal & Admin.