

**ADD-SHOP E-RETAIL LIMITED**  
(FORMERLY KNOWN AS ADD-SHOP PROMOTIONS LIMITED)  
CIN: L51109GJ2013PLC076482

Reg office: B-304, Imperial Heights, 150 Ft. Ring Road, Rajkot – 360 005, Gujarat (INDIA)  
Tel. No.: 0281-2363023

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Date: 06.09.2022

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

Dear Sir/Madam,

**BSE Scrip Code: 541865**

**Sub: Notice of 09<sup>th</sup> Annual General Meeting.**

Pursuant to the provisions of Regulation 30 read with Part A of schedule III of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 we are enclosing herewith Notice convening 09<sup>th</sup> Annual General Meeting of the company scheduled to be held on Thursday, 29<sup>th</sup> September, 2022 at 03:00 P.M through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), in compliance with General Circular numbers 20/2020; 14/2020 and 17/2020 issued on 5<sup>th</sup> May, 2020, 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively issued by Ministry of Corporate Affairs read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) on 12<sup>th</sup> May, 2020 ("Circulars").

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015 read with Regulation 44 of SEBI (LODR) Regulations, 2015 and Circulars, the shareholders of the Company are being provided the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM through CDSL e-voting platform.

The e-voting period commence on 26<sup>th</sup> September, 2022 (09:00 a.m. IST) and ends on 28<sup>th</sup> September, 2022 (05:00 p.m. IST). Shareholders holding shares either in physical form or in dematerialized mode as on September 21, 2022 (cut-off date) may cast their vote electronically.

Please take note of the same on your records.

Thanking you,

Yours faithfully,

**For, Add-Shop E-Retail Limited**

(Formally Known as Add-Shop Promotions Limited)



**Niraj Kumar Malaviya**  
Company Secretary



**CIN: L51109GJ2013PLC076482**

**Annual General Meeting (AGM)**

Thursday, 29th September, 2022

**Through**

Video Conferencing (“VC”)/ Other  
Audio Visual Means (OAVM)

**Time**

03:00 P.M

**Registrar and Share Transfer Agent**

Cameo Corporate Services Limited  
Subramanian Building,  
1, Club House Road,  
Chennai – 600 005  
Ph.: 044-28460390

**Statutory Auditor**

M/s J S Maheshwari & Co  
205, Solitiare, Opp Bombay Garage,  
Under Bridge, Shahibaug,  
Ahmedabad-380004.

**Secretarial Auditor**

M/s G R Shah & Associates  
B/406, 4<sup>th</sup> Floor, Premium House,  
Ashram Road, Ahmedabad-380009.

**Registered Office:** B-304, Imperial Height, 150 Ft Ring Road, Rajkot – 360005

**Email:** investor@addshop.co

**Tel. No.** 0281-2363023

**Web Site:** www.addshop.co

**Board of Directors**

**DINESHBHAI BHANUSHANKAR PANDYA**

Managing Director

**JAYSHREE DINESHBHAI PANDYA**

Non-Executive director

**DEVIBEN DINESHBHAI PANDYA**

Executive director

**DEV DINESHBHAI PANDYA**

Executive director & CFO

**JIGAR DINESHKUMAR PANDYA**

Executive director

**RAJESHKUMAR RASIKLAL PAREKH**

Independent Director

**VIVEK GOPALBHAI DADHANIA**

Independent Director

**RUSHABH VORA**

Independent Director

**YAGNIK DILIPBHAI MUNDADIYA**

Independent Director

**KINJAL JASMATBHAI KHUNT**

Independent Director

**NIRAJKUMAR MALAVIYA**

Company Secretary & Compliance Officer

## NOTICE

Notice is hereby given that the 09<sup>th</sup> Annual General Meeting of the members of **ADD-SHOP E-RETAIL LIMITED** (Formerly Known as Add-Shop Promotions Limited) will be held at 03:00 P.M. on Thursday, 29<sup>th</sup> day of September, 2022 **through Video Conferencing (“VC”)/Other Audio Visual Means (OAVM)**, to transact the following businesses:

### Ordinary Business:

1. To receive, Consider and adopt the Audited Financial Statements for the year ended March 31, 2022 and reports of the Directors and the auditors thereon.
2. To appoint a Director in place of Ms. Devi Dinesh Bhai Pandya (DIN: 07905047), who retires by rotation and being eligible, offers herself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made thereunder, Ms. Devi D. Pandya (DIN: 07905047), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

3. To appoint a Director in place of Mr. Jigar Dineshkumar Pandya (DIN: 07905076), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made thereunder, Mr. Jigar D. Pandya (DIN: 07905076), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

### Special Business:

#### **4. Appointment of Statutory Auditor**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors Rules, 2014), including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, the consent of the members of the Company be and are hereby accorded to appoint, M/s J S Maheshwari & Co, Chartered Accountants (Membership No. 148387, FRN: 001318C), Ahmedabad, Gujarat, as the Statutory Auditors of the Company from this AGM and they shall hold the office from the conclusion of this Annual General Meeting until the conclusion of 14<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be agreed upon between the Auditor and the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** Board of Directors and any other KMP be and are hereby authorized to sign and submit all necessary e-Forms and other documents with the Registrar of Companies (ROC), Gujarat and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

#### **5. Re-appointment of Mr. Dineshbhai Bhanushankar Pandya as Managing Director**

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

“**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the members of the Company hereby approve, the reappointment of Mr. Dineshbhai Bhanushankar Pandya, (DIN 06647303) as Managing Director, for a period of five years with effect from 30th May, 2023 on the remuneration and other terms and conditions, details of which are given in Explanatory Statement annexed hereto.”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the forgoing resolution and to amend, alter or otherwise vary the terms and conditions of appointment of Mr. Dineshbhai B Pandya, including his remuneration

**6. Re-Appointment of Mr. Rajeshkumar Rasiklal Parekh (DIN: 08139094) as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Rajeshkumar R. Parekh (DIN: 08139094) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, for a second term of 5 (five) consecutive years commencing from 25/05/2023 up to 23rd May, 2028."

**FURTHER RESOLVED THAT** the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**7. Re-Appointment of Mr. Dadhanian Vivek Gopalbhai (DIN: 08165978) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Dadhania Vivek G (DIN: 08165978) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, for a second term of 5 (five) consecutive years commencing from 24/06/2023 up to 22/06/2028."

**FURTHER RESOLVED THAT** the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**8. Re- Appointment of Mr. Rushabh Vora (DIN: 08165987) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Rushabh Vora (DIN: 08165987) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, for second term of 5 (five) consecutive years commencing from 24/06/2023 upto 22/06/2028."

**FURTHER RESOLVED THAT** the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**9. Re-Appointment of Mr. Yagnik Dilipbhai Mundadiya (DIN: 08165999) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Yagnik D (DIN: 08165999) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, for second term of 5 (five) consecutive years commencing from 24/06/2023 upto 22/06/2028."

**FURTHER RESOLVED THAT** the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**10. Re-Appointment of Ms. Kinjal Jasmatbhai Khunt (DIN: 08166013) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation of the Nomination & Remuneration Committee, the consent of the Members be and is hereby accorded for the re-appointment of Ms. Kinjal J Khunt (DIN: 08166013) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, for second term of 5 (five) consecutive years commencing from 24/06/2023 upto 22/06/2028."

**FURTHER RESOLVED THAT THAT** the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**11. To approve related Party Transactions with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited).**

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

“**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, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase or/and sale of products/goods with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited), a Company in which Dineshbhai Bhanushankar Pandya, Jayshree Dineshbhai Pandya, Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya are interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations 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.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial personnel who is related
1.	M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) a Company in which Key Management Personnel exercise Significant influence	Sale or/and Purchase of products/goods / assets	Not more than Rs. 250 Crores (Rupees Two Hundred Fifty Crore Only)	Dineshbhai Bhanushankar Pandya, Jayshree Dineshbhai Pandya, Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,

“**RESOLVED FURTHER THAT**, the total value of contracts/ arrangement/ transactions of purchase or/and sale of products/goods with M/S. Dada Organics Limited (Formerly known as Dada Organics Private Limited) in any financial year should not exceed Rs. 250 Crore.”

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

**12. To approve related Party Transactions with M/s. Dadaji Lifescience Private Limited.**

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

**“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, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase or/and sale of products/goods with M/s. Dadaji Lifescience Private Limited, a Company in which Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya are interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations 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.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial personnel who is related
1.	M/s. Dadaji Lifescience Private Limited) a Company in which Key Management Personnel exercise Significant influence	Sale or/and Purchase of products/goods/ assets	Not more than Rs. 100 Crores (Rupees One Hundred Crore Only)	Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,

**“RESOLVED FURTHER THAT**, the total value of contracts/ arrangement/ transactions of purchase or/and sale of products/goods with M/s. Dadaji Lifescience Private Limited in any financial year should not exceed Rs. 100 Crore.”

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

**13. Borrowing of monies in excess of the prescribed limit in terms of the provisions of Section 180(1) (c) of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money from time to time, for the purpose of the



Company on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Banker in the ordinary course of Business) may exceed the aggregate paid up share capital of the Company and its free reserves provided however that the total borrowings outstanding at any one time including the monies already borrowed shall not exceed a sum of Rs.50 Crore (Rupees Fifty Crore only) at any time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite.”

**14. Creation of Charge/Mortgage/hypothecation on the movable and immovable properties of the Company, both present and future, in respect of borrowings, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (corresponding to Section 293(1)(a) of Companies Act, 1956) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members be and is hereby required to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee thereof) to sell, lease or create such mortgages/ hypothecation and charge in addition to the existing charges/ mortgages and hypothecations created/ to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the moveable and/ or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loans/ credit facility obtained or as may be obtained from any lender, financial institution or person or persons from time to time together with interest, costs, charges, expenses and any other money payable by the Company, shall not at any time exceed Rs. 50 Crore (Rupees Fifty Crore only) at any time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite.”

**15. Approval for making Loans or Investments and to give Guarantees or provide securities in connection with a loan upto Rs. 50 (fifty) Crore under section 186 of the Companies act, 2013.**

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

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Consent of the Shareholders/members of the Company be and is hereby accorded to (i) give any loans any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of

any other body corporate, as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not at any time exceed Rs. 50 Crore (Rupees Fifty Crore Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and to settle all matters that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

**16. Approval for revision in remuneration of Mr. Dev Dineshbhai Pandya (DIN: 07905073), Director of the Company:**

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

“**RESOLVED THAT** pursuant to the Provisions of Section 196 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Dev Dineshbhai Pandya (DIN: 07905073), Director of the Company, to Rs. 2,00,000 (Two Lakh Rupees Only) (Per month) with effect from 01<sup>st</sup> April 2023, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Dev Dineshbhai Pandya, the remuneration mentioned above shall be paid to Dev Dineshbhai Pandya.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**17. Approval for revision in remuneration of Mr. Jigar Dineshkumar Pandya (DIN: 07905076), Director of the Company:**

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

“**RESOLVED THAT** pursuant to the Provisions of Section 196 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Jigar Dineshkumar Pandya (DIN: 07905076), Director of the Company, to Rs. 2,00,000 (Two Lakh Rupees Only) (Per month) with effect from 01<sup>st</sup> April 2023, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

**“RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Jigar Dineshkumar Pandya, the remuneration mentioned above shall be paid to Jigar Dineshkumar Pandya.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**18. Approval for revision in remuneration of Ms. Jayshree Dineshbhai Pandya (DIN: 06647308), Director of the Company:**

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

**“RESOLVED THAT** pursuant to the Provisions of Section 196 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Jayshree Dineshbhai Pandya (DIN: 06647308), Director of the Company, to Rs. 2,00,000 (Two Lakh Rupees Only) (Per month) with effect from 01st April 2023, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

**“RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Jayshree Dineshbhai Pandya, the remuneration mentioned above shall be paid to Jayshree Dineshbhai Pandya.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**19. Approval for revision in remuneration of Ms. Deviben Dineshbhai Pandya (DIN: 07905047), Director of the Company:**

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

**“RESOLVED THAT** pursuant to the Provisions of Section 196 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Deviben Dineshbhai Pandya (DIN: 07905047), Director of the Company, to Rs. 2,00,000 (Two Lakh Rupees Only) (Per month) with

effect from 01<sup>st</sup> April 2023, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Deviben Dineshbhai Pandya, the remuneration mentioned above shall be paid to Deviben Dineshbhai Pandya.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**By order of the Board of Directors  
For, Add-Shop E-Retail Limited  
(Formerly known as Add-Shop Promotions  
Limited)**

**Place: Rajkot  
Date: 31.08.2022**

**Nirajkumar Malaviya  
Company Secretary**

**Notes:**

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its Circular No. 02/2022 dated May 05, 2022, 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (“the Circular”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Special Business set out in the Notice is annexed.
3. 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/EGM. 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.
4. 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.
5. 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.
6. The AGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. All documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during working hours up to and including the date of the AGM.
8. The Registers of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2022 to Thursday, September 29, 2022 (both days inclusive)
9. Members as on the cut-off date of 21st September, 2022 shall only be entitled for availing the remote E-voting facility and E-voting facility during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only and attend the AGM through VC/OAVM and shall not be entitled to any voting rights.

10. Since the AGM is held through VC/OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for this meeting and hence requirement of attaching the Proxy Form and Attendance Slip has been dispensed herewith and not annexed to this Notice.
11. Corporate Members intending to send their authorized representative(s) to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf to the scrutinizer by email to [csgaurang7@gmail.com](mailto:csgaurang7@gmail.com). The authorized representative(s) shall enjoy all the rights of a Member for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC /OAVM.
12. A person can be an authorized representative of more than one Body Corporate. In such a case, he is treated as more than one Member present in person for the purpose of the quorum.
13. In Compliance with MCA Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 05<sup>th</sup> May 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020, members may kindly note that sending of Physical Copies of Annual Report to Members have been dispensed with and is being sent through electronic mode to those members whose e-mail addresses are registered with the Company or Depositories. Members may also note that the Notice of the 09<sup>th</sup> AGM and the Annual Report will be available on the Company's website [www.addshop.co](http://www.addshop.co) and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
14. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 09<sup>th</sup> AGM and the Annual Report for the year ended March 31, 2022 including therein the Audited Financial Statements for the Financial Year 2021-22, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 09<sup>th</sup> AGM and the Annual Report for the Financial Year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
  - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your 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 at [investor@addshop.co](mailto:investor@addshop.co) or Company's Registrar and Transfer Agent, Cameo Corporate Services Limited at [cameo@cameoindia.com](mailto:cameo@cameoindia.com).
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
15. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the records of the Registrars and Transfer Agents which will help

the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.

17. Members whose shareholding is in physical form are requested to inform change in address or bank mandate to the Registrar and Transfer Agent i.e. Cameo Corporate Services Limited or the Company Secretary of the Company by a written request duly signed by the Member for receiving all communication in future.
18. Members desiring any information relating to the accounts are requested to write to the Company at least ten days before the AGM so as to enable the management to keep the information available at the AGM.
19. In accordance with the amendments to Regulation 40 of the Listing Regulations, Securities and Exchange Board of India (SEBI), decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services (India) Limited). Members holding shares in Physical Form are requested to consider converting their holding to dematerialized Form in order to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agent (RTA) in this regard. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent i.e. Cameo Corporate Services Limited or the Company Secretary of the Company.
21. Additional Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 with respect of the Director(s)/Manager seeking appointment/re-appointment at the AGM has been furnished and forms a part of the notice. The director(s)/manager has furnished the requisite consents/declarations for their appointment/re-appointment.
22. Since the AGM is held through VC/OAVM, the Route Map is not annexed in this Notice.
23. The facility of participation at the AGM through VC/OAVM will be made available to maximum 1000 members on first come first served basis. This will not include large Members (Members 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
24. M/s. G. R Shah & Associates, Company Secretary, Ahmedabad has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
25. During the 09<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 09<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 09<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After

the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 09<sup>th</sup> AGM.

26. The Scrutinizer shall after the conclusion of e-Voting at the 09th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 09th AGM, who shall then countersign and declare the result of the voting forthwith.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.addshop.co](http://www.addshop.co) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
28. Voting through electronic means

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide Members facility to exercise their right to vote at the Thirty Eighth AGM by electronic means ("e-voting") and business may be transacted through remote e-voting (e-voting from a place other than venue of the AGM,) services provided by Central Depository Services (India) Limited (CDSL) for the resolutions set forth in this Notice. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instructions for remote e -voting given below:

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on September 26, 2022 at 09:00 A.M. and ends on September 28, 2022 at 05:00 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 September 21, 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 venue.
- (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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's 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 URLs 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 Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>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 where the e-Voting is in progress during or before the AGM.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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. Click on 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 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 &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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’s website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to

Birth (DOB)	<p>login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (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 <Add-Shop E-Retail Limited> 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) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- 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; csniraj.addshop@gmail.com (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 is same as the instructions mentioned above for Remote e-voting.
2. 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 Remote 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.
5. 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 at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@addshop.co. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@addshop.co. 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.
9. Only those shareholders, who are present in the AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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/RTA email id**.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By order of the Board of Directors  
For, Add-Shop E-Retail Limited  
(Formerly known as Add-Shop Promotions Limited)**

**Place: Rajkot  
Date: 31.08.2022**

**NirajkumarMalaviya  
Company Secretary**

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

**4. Appointment of Statutory Auditor:**

The Auditor of the Company has appointed by the Share Holder of the Company vide date 09th November, 2021 by way of Postal ballot till the Conclusion of the This Annual General Meeting . As recommended by the Audit Committee, Board of Directors of the Company, appointed M/s. J S Maheshwari & Co, Chartered Accountants (Membership No. 148387, FRN: 001318C), Ahmadabad, Gujarat, as Statutory Auditors of the Company from this AGM and they shall hold the office from the conclusion of this Annual General Meeting until the conclusion of 14<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be agreed upon between the Auditor and the Board of Directors of the Company.

M/s. J S Maheshwari & Co, Chartered Accountants (Membership No. 148387, FRN: 001318C), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

**5. Re-appointment of Mr. Dineshbhai Bhanushankar Pandya as Managing Director**

Mr. Dineshbhai Bhanushankar Pandya (DIN: 06647303) has been appointed as Managing Director of the Company for the period of Five years with effect from 30th May, 2023. His tenure as Managing Director will be expired on 30th May, 2023. It is proposed to terminate existing tenure and reappoint him as Managing Director under the provisions of the Companies Act, 2013, for a further period of five years with effect from 30th May, 2023, upon terms and conditions including remuneration as permissible pursuant to the provision of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, and recommended by Remuneration Committee as well as by the Board & subject to the approval of the members in General Meeting.

**Salary & Perquisites:**

1	Basic Salary: For such amount as may be decided by the Board of Directors up to a maximum of Rs. 10,00,000/- per month w.e.f. 01st September, 2022
2	Commission: As per Company Policy
3	House Rent Allowance: As per Company Policy
4	Reimbursement of medical expenses: As per Company Policy
5	Leave Travel Concession: As per Company Policy
6	Personal Accident Insurance: As per Company Policy
7	Gratuity: As applicable to the employees of the Company
8	Provident fund: As applicable to the employees of the Company

This may also be treated as an abstract of the terms of Contract/Agreement of Mr. Dineshbhai Bhanushankar Pandya (DIN: 06647303) as a Managing Director of the company under the provision of Section 190 of the Companies Act, 2013.

The details required pursuant to Schedule V of the Companies Act, 2013 is as under:

Nature of industry	Wholesale trade and commission trade, except of motor vehicles and motorcycles			
Date of commencement of commercial production	20.08.2013			
Financial performance based on given indicators	The financial performance of the company is as under:			
	(Amount in Lakhs)			
	Particulars	2019 - 2020	2020 – 2021	2021 - 2022
	Sales and other receipts	3743.17	7857.12	15965.31
	Depreciation	23.11	28.38	46.33
	Profit before Tax	171.24	1021.05	2345.28
Profit after tax	120.38	767.67	1908.68	
Export performance	N.A			
Foreign investment and collaborations, if any	N.A			

#### Information about Mr. Dineshbhai Bhanushankar Pandya

DIN	06647303
Background Details	Mr. Dineshbhai Bhanushankar Pandya is the promoter and founder of the Company. He is in board since 2013 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management.
Fathers's Name	Mr. Bhanushankar Hargovinddas Pandya
Date of Birth	08 <sup>th</sup> November, 1973
Date of Appointment	20th August, 2013
Education Qualification	Undergraduate
Past Remuneration	N.A.
Recognition/ Awards	None
Remuneration proposed	10,00,000



Job profile and his suitability	Management of the affairs of the Company
Pecuniary Relationship	Mr. Dineshbhai Bhanushankar Pandya is presently the Managing Director of the Company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

The Board recommends this Resolution for approval of Members as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the proposed resolution except Mr. Dev Pandya, Mr. Jigar Pandya, Ms. Deviben Pandya & Ms. Jaysree Pandya, Director of the Company being the relative of Mr. Dineshbhai B Pandya, deemed to be interested in reappointment of Mr. Dineshbhai B. Pandya as the Managing Director of the company.

**6. To re-appoint Mr. Rajeshkumar Rasiklal Parekh (DIN: 08139094) as an Independent Director of the Company.**

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Rajeshkumar R Parekh (DIN: 08139094) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 25th May, 2023 upto 23rd May, 2028.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Rajeshkumar Rasiklal Parekh (DIN: 08139094) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Rajeshkumar Rasiklal Parekh as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 25<sup>th</sup> May, 2023 upto 23<sup>rd</sup> May, 2028.

The brief resume of Mr. Rajeshkumar Rasiklal Parekh is as under:

DIN	08139094
Background Details	Mr. Rajeshkumar Rasiklal Parekh is associated as a Director of the Company since 26 <sup>th</sup> May, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management. Further Mr. Rajeshkumar Rasiklal Parekh possess degree in Bachelor in Laws & Bachelor of Commerce and Diploma in Taxation Laws and Practice from Saurashtra University.

Father's Name	Mr. Rasiklal Gopaldas Parekh
Date of Birth	10 <sup>th</sup> August, 1978
Date of Appointment	26 <sup>th</sup> May, 2018
Education Qualification	Bachelor in Laws & Bachelor of Commerce and Diploma in Taxation Laws and Practice
Past Remuneration	N.A.
Recognition/Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, he will work independently to guide the company in all applicable laws and in good corporate governance of the company.
Pecuniary Relationship	Mr. Rajeshkumar Rasiklal Parekh is presently the Independent Director of the Company and he is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

**7. To re-appoint Mr. Vivek Gopalbhai Dadhania (DIN: 08165978) as an Independent Director of the Company.**

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Vivek Gopalbhai Dadhania (DIN: 08165978) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Vivek Gopalbhai Dadhania (DIN: 08165978) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Vivek Gopalbhai Dadhania as an

Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 24<sup>th</sup> June, 2023 upto 22<sup>nd</sup> June, 2028.

The brief resume of Mr. Vivek Gopalbhai Dadhania is as under:

DIN	08165978
Background Details	Mr. Vivek Gopalbhai Dadhania is associated as a Director of the Company since 25 <sup>th</sup> June, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management.
Father's Name	Mr. Gopalbhai Vallbhbhai Dadhania
Date of Birth	08 <sup>th</sup> February, 1995
Date of Appointment	25 <sup>th</sup> June, 2018
Education Qualification	Bachelor of pharmacy
Past Remuneration	N.A.
Recognition/Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, he will work independently to guide the company in all applicable laws and in good corporate governance of the company.
Pecuniary Relationship	Mr. Vivek Gopalbhai Dadhania is presently the Independent Director of the Company and he is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

**8: To re-appoint Mr. Rushabh Vora (DIN: 08165987) as an Independent Director of the Company.**

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Rushabh Vora (DIN: 08165987) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 24<sup>th</sup> June, 2023 upto 22<sup>nd</sup> June, 2028

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Rushabh Vora (DIN: 08165987) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Rushabh Vora as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 24<sup>th</sup> June, 2023 upto 22<sup>nd</sup> June, 2028.

The brief resume of Mr. Rushabh Vora is as under:

DIN	08165987
Background Details	Mr. Rushabh Vora is associated as a Director of the Company since 25 <sup>th</sup> June, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management. Further he possess degree of B.A.M.S from Gujarat Board of Ayurvedic and Unani Systems of Medicine Ahmedabad
Father's Name	Mr. Nareshbhai Biharilal Vora
Date of Birth	14 <sup>th</sup> January, 1996
Date of Appointment	25 <sup>th</sup> June, 2018
Education Qualification	B.A.M.S
Past Remuneration	N.A.
Recognition/ Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, he will work independently to guide the company in all applicable laws and in good corporate governance of the company.
Pecuniary Relationship	Mr. Rushabh Vora is presently the Independent Director of the Company and he is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

**9: To re-appoint Mr. Yagnik Dilipbhai Mundadiya (DIN: 08165999) as an Independent Director of the Company.**

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Yagnik Dilipbhai Mundadiya (DIN: 08165999) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Yagnik Dilipbhai Mundadiya (DIN: 08165999) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Yagnik Dilipbhai Mundadiya as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 24<sup>th</sup> June, 2023 upto 22<sup>nd</sup> June, 2028.

The brief resume of Mr. Yagnik Dilipbhai Mundadiya is as under:

DIN	08165999
Background Details	Mr. Yagnik Dilipbhai Mundadiya is associated as a Director of the Company since 25 <sup>th</sup> June, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management. Further he possess degree of B.A.M.S from Gujarat Board of Ayurvedic and Unani Systems of Medicine Ahmedabad
Father's Name	Mr. Dilipbhai Haribhai Mundadiya
Date of Birth	01 <sup>st</sup> June, 1996
Date of Appointment	25 <sup>th</sup> June, 2018
Education Qualification	B.A.M.S
Past Remuneration	N.A.
Recognition/ Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, he will work independently to guide the company in all applicable laws and in good corporate governance of the company.

Pecuniary Relationship	Mr. Yagnik Dilipbhai Mundadiya is presently the Independent Director of the Company and he is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

**10: To re-appoint Ms. Kinjal Jasmatbhai Khunt (DIN: 08166013) as an Independent Director of the Company.**

The Company had, pursuant to the provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the recommendation of Nominations and remuneration Committee on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Ms. Kinjal Jasmatbhai Khunt (DIN: 08166013) as Independent Directors for a second term of 5 consecutive years on the Board of the Company effective from 24th June, 2023 upto 22nd June, 2028

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her experience and background and the contribution made by her as an Independent Director during her current term, the continued association of Ms. Kinjal Jasmatbhai Khunt (DIN: 08166013) would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Kinjal Jasmatbhai Khunt as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 24<sup>th</sup> June, 2023 upto 22<sup>nd</sup> June, 2028.

The brief resume of Ms. Kinjal Jasmatbhai Khunt is as under:

DIN	08166013
Background Details	Ms. Kinjal Jasmatbhai Khunt is associated as a Director of the Company since 25 <sup>th</sup> June, 2018 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under her management. Further she possess Bachelor degree in Commerce from the Saurashtra University
Father's Name	Mr. Jasmatbhai Kababhai Khunt
Date of Birth	02 <sup>nd</sup> July, 1989
Date of Appointment	25 <sup>th</sup> June, 2018
Education	Bachelor in Commerce

Qualification	
Past Remuneration	N.A.
Recognition/ Awards	None
Remuneration proposed	N.A.
Job profile and his suitability	Being a member of the Board, she will work independently to guide the company in all applicable laws and in good corporate governance of the company.
Pecuniary Relationship	Ms. Kinjal Jasmatbhai Khunt is presently the Independent Director of the Company and she is not a relative of any director nor holds any share of the company.
Listed entities in which the person holds the directorship and the membership of Committees of the Board	NIL

He is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

#### **11: Approval for Related Party Transactions.**

To ensure stability of purchase or Sale of goods, your Company proposes to enter into transaction(s) with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited), the quantity to be purchased from or sold to M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) will be based on arm's length price. The total value from M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) of the proposed transaction(s) could reach up to maximum 250 Crore.

The Members are apprised that pursuant to the Section 188 of the Act and applicable Rules framed there under provide 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.

Accordingly, transaction(s) entered into with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited).

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, a particular of the transaction(s) with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) is as follows:

<b>Sr.</b>	<b>Particulars</b>	<b>Remarks</b>
<b>1</b>	Name of the Related Party	Dada Organics Limited (Formerly known as Dada Organics Private Limited).
<b>2</b>	Name of the Director or KMP who is related	Dineshbhai Bhanushankar Pandya, Jayshree Dineshbhai Pandya, Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,
<b>3</b>	Nature of Relationship	All the above directors are also directors in the company and related to each other
<b>4</b>	Nature, duration, material terms, monetary value and particulars of the contract or arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.
<b>5</b>	Any advance paid or Received the contract or arrangement, if any	Nil
<b>6</b>	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	In the ordinary course of business and on an arms' length basis.
<b>7</b>	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Nil
<b>8</b>	Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board is accordingly proposing this resolution for the consideration of the Members other than the members being related parties and interested in the transaction and thereby prohibited to vote as per the provisions of Section 188 of the Act for passing the Resolution as set out in the above Notice. The Board of Directors recommends passing of the resolution as set out at item No. 11 of this Notice as an Ordinary Resolution.

#### **12: To approve related Party Transactions with M/s. Dadaji Lifescience Private Limited.**

To ensure stability of purchase or Sale of goods, your Company proposes to enter into transaction(s) with M/s. Dadaji Lifescience Private Limited, the quantity to be purchased from or sold to M/s. Dadaji Lifescience Private Limited will be based on arm's length price. The total value from M/s. Dadaji Lifescience Private Limited of the proposed transaction(s) could reach up to maximum 100 Crore.

The Members are apprised that pursuant to the Section 188 of the Act and applicable Rules framed there under provide 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.



Accordingly, transaction(s) entered into with M/s. Dadaji Lifescience Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Dadaji Lifescience Private Limited.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, a particular of the transaction(s) with M/s. Dadaji Lifescience Private Limited is as follows:

<b>Sr.</b>	<b>Particulars</b>	<b>Remarks</b>
<b>1</b>	Name of the Related Party	Dadaji Lifescience Private Limited
<b>2</b>	Name of the Director or KMP who is related	Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,
<b>3</b>	Nature of Relationship	All the above directors are also directors in the company and related to each other
<b>4</b>	Nature, duration, material terms, monetary value and particulars of the contract or arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.
<b>5</b>	Any advance paid or Received the contract or arrangement, if any	Nil
<b>6</b>	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	In the ordinary course of business and on an arms' length basis.
<b>7</b>	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Nil
<b>8</b>	Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board is accordingly proposing this resolution for the consideration of the Members other than the members being related parties and interested in the transaction and thereby prohibited to vote as per the provisions of Section 188 of the Act for passing the Resolution as set out in the above Notice. The Board of Directors recommends passing of the resolution as set out at item No. 12 of this Notice as an Ordinary Resolution.

### **13: Borrowing of monies in excess of the prescribed limit in terms of the provisions of Section 180(1) (c) of the Companies Act, 2013**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public limited company cannot, except with the consent of the Company/members in General Meeting by a special resolution, borrow monies (apart from temporary loans obtained from the

Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose.

In view of the expanding activities of the Company, it is anticipated that the fund requirement of the Company may substantially grow by approximately 50 crores. Therefore, the consent of the Members by way of special resolution is sought under Section 180(1)(c) of the Companies Act, 2013, for increasing the borrowing limit to Rs. 50 crore (Rupees Fifty Crore only) to cover the further requirement of borrowings.

The Board of Directors of the Company at its Meeting held on 31st August, 2022 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained in Item No. 13 in the Notice, by Members of the Company.

**14: Creation of Charge/Mortgage/hypothecation on the movable and immovable properties of the Company, both present and future, in respect of borrowings, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013.**

In terms of the provisions of Section 180 (1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

The operations of the Company have increased substantially and in order to meet the growing fund requirements of the Company, additional funds are required to be raised by creation of security on the immovable/ movable properties of the Company. Since the creation of charge/ mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/ create charge on immovable and/ or movable properties of the Company, both present and future, for securing loan up to Rs. 50 crore (Rupees Fifty Crore only) as per the requirements of Section 180(1)(a) of the Companies Act, 2013 and the Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The Board of Directors of the Company at its Meeting held on 31st August, 2022 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained Item No. 14 in the Notice, by Members of the Company.

**15: Approval for making Loans or Investments and to give Guarantees or provide securities in connection with a loan upto Rs. 50 (fifty) Crore under section 186 of the Companies act, 2013.**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can grant any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this

permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans to companies (including subsidiary /overseas subsidiaries) for an amount not exceeding Fifty crore rupees. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds/ internal accruals and/ or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. The Board accordingly recommends to pass a Special Resolution.

The Board recommends the resolution set forth in Item No. 15 for the approval of the Members as Special Resolution.

**16: Approval for revision in remuneration of Mr. Dev Dineshbhai Pandya (DIN: 07905073), Director of the Company:**

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on August 31, 2022, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Mr. Dev Dineshbhai Pandya (DIN: 07905073), to Rs. 2 Lakh per month with effect from 01st September, 2022.

Mr. Dev Dineshbhai Pandya, is currently the Director of the Company. Mr. Dev Dineshbhai Pandya has wide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**Information about Mr. Dev Dineshbhai Pandya (Director):**

DIN	07905073
Background details	Mr. Dev Dineshbhai Pandya is associated as director of the company since May, 2018 and has wide experience in the Marketing of the Company. The growth of the Company has been manifold under his management. Further he has practical knowledge in the field of the Manufacturing, Marketing, and Administration etc.
Father Name	Mr. Dineshbhai Pandya
Date of Birth	10th April, 1994
Date of Appointment	10th May, 2018
Qualification	Bachelor degree in Pharmacy
Specific functional Areas	He has knowledge in the field of Administration and Marketing of Products.
Past remuneration	Presently Mr. Dev Dineshbhai Pandya is getting a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month
Recognition/ Awards	-
Remuneration proposed	It is proposed to increase the remuneration of Mr. Dev Dineshbhai Pandya to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Pecuniary relationship	Mr. Dev Dineshbhai Pandya is presently the Director of the Company and he holds 28 shares in the Company as on 31.03.2022.

Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil
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The remuneration of Mr. Dev Dineshbhai Pandya has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval of remuneration of Mr. Dev Dineshbhai Pandya on new terms with effect from 01st September, 2022

The Board of Directors are of the opinion that the increase in remuneration of Mr. Dev Dineshbhai Pandya as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 16 for approval of the members. Hence the said Special Resolution is recommended for your approval.

**17: Approval for revision in remuneration of Mr. Jigar Dineshkumar Pandya (DIN: 07905076), Director of the Company:**

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on August 31, 2022, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Mr. Jigar Dineshkumar Pandya (DIN: 07905073), to Rs. 2 Lakh per month with effect from 01st September, 2022

Mr. Jigar Dineshkumar Pandya, is currently the Director of the Company. Mr. Jigar Dineshkumar Pandya has wide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**Information about Mr. Dev Dineshbhai Pandya (Director):**

DIN	07905076
Background details	Mr. Jigar Dineshkumar Pandya is associated as director of the company since May, 2018 and has wide experience in the Marketing of the Company. The growth of the Company has been manifold under his management. Further he has practical knowledge in the field of the Marketing, and Administration etc.
Father Name	Mr. Dineshbhai Pandya
Date of Birth	29th May, 1997
Date of Appointment	10th May, 2018
Qualification	B.Pharma from Gujarat Ayurved University
Specific functional Areas	He has knowledge in the field of Administration and Marketing of Products.
Past remuneration	Presently Mr. Jigar Dineshkumar Pandya is getting a remuneration of Rs. 100,000/- (Rupees One Lakh only) per month
Recognition/ Awards	-

Remuneration proposed	It is proposed to increase the remuneration of Mr. Jigar Dineshkumar Pandya to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Pecuniary relationship	Mr. Jigar Dineshkumar Pandya is presently the Director of the Company and he holds 28 shares in the Company as on 31.03.2022.
Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil

The remuneration of Mr. Jigar Dineshkumar Pandya has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval of remuneration of Mr. Jigar Dineshkumar Pandya on new terms with effect from 01st September, 2022

The Board of Directors are of the opinion that the increase in remuneration of Mr. Jigar Dineshkumar Pandya as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 17 for approval of the members. Hence the said Special Resolution is recommended for your approval.

**18: Approval for revision in remuneration of Ms. Jayshree Dineshbhai Pandya (DIN: 06647308), Director of the Company:**

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on August 31, 2022, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Jayshree Dineshbhai Pandya (DIN: 06647308), to Rs. 2 Lakh per month with effect from 01st September, 2022

Ms. Jayshree Dineshbhai Pandya, is currently the Director of the Company. Ms. Jayshree Dineshbhai Pandya has wide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**Information about Ms. Jayshree Dineshbhai Pandya (Director):**

DIN	06647308
Background details	Ms. Jayshree Dineshbhai Pandya is associated as director of the company since December, 2017 and has wide experience in the Administration of the Company. The growth of the Company has been manifold under her management.
Husband Name	Mr. Dineshbhai Pandya
Date of Birth	10th May, 1972
Date of Appointment	25th December, 2017
Qualification	Undergraduate
Specific functional Areas	She has knowledge in the field of Administration of the company.

Past remuneration	Presently Ms. Jayshree Dineshbhai Pandya is getting a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month
Recognition/ Awards	-
Remuneration proposed	It is proposed to increase the remuneration of Ms. Jayshree Dineshbhai Pandya to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Pecuniary relationship	Ms. Jayshree Dineshbhai Pandya is presently the Director of the Company and he holds 5,85,702 shares in the Company as on 31.03.2022.
Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil

The remuneration of Ms. Jayshree Dineshbhai Pandya has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval of remuneration of Ms. Jayshree Dineshbhai Pandya on new terms with effect from 01st September, 2022

The Board of Directors are of the opinion that the increase in remuneration of Ms Jayshree Dineshbhai Pandya as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 18 for approval of the members. Hence the said Special Resolution is recommended for your approval.

**19: Approval for revision in remuneration of Ms. Deviben Dineshbhai Pandya (DIN: 07905047), Director of the Company:**

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on August 31, 2022, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Deviben Dineshbhai Pandya (DIN: 07905047), to Rs. 2 Lakh per month with effect from 01st September, 2022

Ms. Deviben Dineshbhai Pandya, is currently the Director of the Company. Ms. Deviben Dineshbhai Pandya has vide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**Information about Ms. Deviben Dineshbhai Pandya (Director):**

DIN	07905047
Background details	Ms. Deviben Dineshbhai Pandya is associated as director of the company since May, 2018 and hssas wide experience in the Marketing of the Company. The growth of the Company has been manifold under her management. Further she has practical knowledge in the field of the Marketing, and Administration etc.
Father Name	Mr. Dineshbhai Pandya
Date of Birth	10th April, 1994

Date of Appointment	10th May, 2018
Qualification	Bachelor of Arts from Saurashtra University.
Specific functional Areas	She has knowledge in the field of Administration and Marketing of Products.
Past remuneration	Presently Ms. Deviben Dineshbhai Pandya is getting a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month
Recognition/ Awards	-
Remuneration proposed	It is proposed to increase the remuneration of Ms. Deviben Dineshbhai Pandya to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Pecuniary relationship	Ms. Deviben Dineshbhai Pandya is presently the Director of the Company and he holds 28 shares in the Company as on 31.03.2022.
Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil

The remuneration of Ms. Deviben Dineshbhai Pandya has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval of remuneration of Ms. Deviben Dineshbhai Pandya on new terms with effect from 01st September, 2022

The Board of Directors are of the opinion that the increase in remuneration of Ms Deviben Dineshbhai Pandya as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 19 for approval of the members. Hence the said Special Resolution is recommended for your approval.

**ANNEXURE TO ITEM NO- 2 OF THE NOTICE**

**Details of Director seeking re-appointment at the 09<sup>th</sup> Annual General Meeting**

**[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]**

Name of the Director	Deviben D Pandya
DIN	07905047
Date of Birth	10th April, 1994
Nationality	Indian
Date of first appointment in the current designation	10.05.2018
Qualification	B.A from Saurashtra University
Experience	She has good knowledge about Herbal Products.
Shareholding in the Company: Number of Equity Shares	28 Shares (31.03.2022)
Terms and conditions of appointment or re-appointment along with details of remuneration	-
Remuneration last drawn	As mentioned in annual return
No. of Meeting of the Board attended during the year	All
Directorships* of other Companies (Excluding Add-Shop Promotions Limited)	1. Dada Organics Limited (Formerly known as Dada Organics Private Limited) CIN: U01110GJ2017PLC098899
Membership/Chairmanship of Committee of other Companies (Excluding Add-Shop Promotions Limited )	NIL
Inter-se relationships between: <ul style="list-style-type: none"> <li>• Directors</li> <li>• Key Managerial Personnel</li> </ul>	Daughter of Dineshbhai & Jayshreeben Pandya, Sister of Dev & Jigar Pandya.

**\*Directorship includes all the companies incorporated in India.**



**ANNEXURE TO ITEM NO- 3 OF THE NOTICE**

**Details of Director seeking re-appointment at the 09<sup>th</sup> Annual General Meeting**

**[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]**

Name of the Director	Jigar Dineshkumar Pandya
DIN	07905076
Date of Birth	29 <sup>th</sup> May, 1997
Nationality	Indian
Date of first appointment in the current designation	10.05.2018
Qualification	B.Pharma from Gujarat Ayurved University
Experience	He has good knowledge about Herbal Products and its Market Strategies.
Shareholding in the Company: Number of Equity Shares	28 Shares (31.03.2022)
Terms and conditions of appointment or re-appointment along with details of remuneration	-
Remuneration last drawn	As mentioned in annual return
No. of Meeting of the Board attended during the year	All
Directorships* of other Companies (Excluding Add-Shop Promotions Limited)	1. Dada Organics Limited (Formerly known as Dada Organics Private Limited) CIN: U01110GJ2017PLC098899
Membership/Chairmanship of Committee of other Companies (Excluding Add-Shop Promotions Limited )	NIL
Inter-se relationships between: <ul style="list-style-type: none"> <li>• Directors</li> <li>• Key Managerial Personnel</li> </ul>	Son of Dineshbhai & Jayshreeben Pandya, Brother of Dev & Deviben Pandya.

**\*Directorship includes all the companies incorporated in India.**

**ANNEXURE TO ITEM NO- 5 OF THE NOTICE**

**Details of Director seeking re-appointment at the 09<sup>th</sup> Annual General Meeting**

**[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]**

DIN	06647303
Nationality	Indian
Name of the Director	Mr. Dineshbhai Bhanushankar Pandya
Date of Birth	08th November, 1973
Date of Appointment	20th August, 2013
Qualification	Undergraduate
Nature of Expertise and experience	Management of the affairs of the Company and he has an experience of approximately more than two decades in the marketing business
Directorship held in other listed Company	1. Dada Organics Limited (Formerly known as Dada Organics Private Limited) CIN: U01110GJ2017PLC098899
Chairmanships/Membership of Committees of the Company	CSR Committee – Chairman Right Issue Committee – Chairman
Shareholding of Director	1,05,96,570 Shares as on 31.03.2022
Inter-se relationships between: <ul style="list-style-type: none"><li>• Directors</li><li>• Key Managerial Personnel</li></ul>	Husband of Jayshreeben Pandya, Father of Dev, Jigar & Deviben Pandya

**ANNEXURE TO ITEM NO- 6 OF THE NOTICE**

**Details of Director seeking re-appointment at the 09<sup>th</sup> Annual General Meeting**

**[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]**

DIN	08139094
Nationality	Indian
Name of the Director	Mr. Rajeshkumar Rasiklal Parekh
Date of Birth	10th August, 1978
Date of Appointment	26th May, 2018
Qualification	Bachelor in Laws & Bachelor of Commerce and Diploma in Taxation Laws and Practice
Nature of Expertise and experience	He work Independently to guide the company in all applicable laws and in good corporate governance of the company.
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	Audit Committee – Chairman NRC Committee – Member SRC Committee – Member CSR Committee – Member Right Issue Committee – Member
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none"><li>• Directors</li><li>• Key Managerial Personnel</li></ul>	Mr. Rajeshkumar Rasiklal Parekh is presently the Independent Director of the Company and he is not a relative of any director.

**ANNEXURE TO ITEM NO- 7 OF THE NOTICE**

**Details of Director seeking re-appointment at the 09<sup>th</sup> Annual General Meeting**

**[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]**

DIN	08165978
Nationality	Indian
Name of the Director	Mr. Vivek Gopalbhai Dadhania
Date of Birth	08th February, 1995
Date of Appointment	25th June, 2018
Qualification	Bachelor of pharmacy
Nature of Expertise and experience	Work independently to guide the company in all applicable laws and in good corporate governance of the company. and has experience in the management of Company
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	Audit Committee – Member
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none"><li>• Directors</li><li>• Key Managerial Personnel</li></ul>	Mr. Vivek Gopalbhai Dadhania is presently the Independent Director of the Company and he is not a relative of any director.

**ANNEXURE TO ITEM NO- 8 OF THE NOTICE**

**Details of Director seeking re-appointment at the 09<sup>th</sup> Annual General Meeting**

**[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]**

DIN	08165987
Nationality	Indian
Name of the Director	Mr. Rushabh Vora
Date of Birth	14th January, 1996
Date of Appointment	25th June, 2018
Qualification	B.A.M.S
Nature of Expertise and experience	Work independently to guide the company and has experience in the Management of Company
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	SRC Committee – Chairman Audit Committee – Member
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none"><li>• Directors</li><li>• Key Managerial Personnel</li></ul>	Mr. Rushabh Vora is presently the Independent Director of the Company and he is not a relative of any director.

**ANNEXURE TO ITEM NO- 9 OF THE NOTICE**

**Details of Director seeking re-appointment at the 09<sup>th</sup> Annual General Meeting**

**[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]**

DIN	08165999
Nationality	Indian
Name of the Director	Mr. Yagnik Dilipbhai Mundadiya
Date of Birth	01st June, 1996
Date of Appointment	25th June, 2018
Qualification	B.A.M.S
Nature of Expertise and experience	Work independently to guide the company and has experience in the management of Company
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	NRC Committee – Chairman
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none"><li>• Directors</li><li>• Key Managerial Personnel</li></ul>	Mr. Yagnik Dilipbhai Mundadiya is presently the Independent Director of the Company and he is not a relative of any director.

**ANNEXURE TO ITEM NO- 10 OF THE NOTICE**

**Details of Director seeking re-appointment at the 09<sup>th</sup> Annual General Meeting**

**[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]**

DIN	08166013
Nationality	Indian
Name of the Director	Ms. Kinjal Jasmatbhai Khunt
Date of Birth	02nd July, 1989
Date of Appointment	25th June, 2018
Qualification	Bachelor in Commerce
Nature of Expertise and experience	Work independently to guide the company and has experience in the Marketing filed
Directorship held in other listed Company	NIL
Chairmanships/Membership of Committees of the Company	NRC Committee – Member
Shareholding of Director	NIL
Inter-se relationships between: <ul style="list-style-type: none"><li>• Directors</li><li>• Key Managerial Personnel</li></ul>	Ms. Kinjal Jasmatbhai Khunt is presently the Independent Director of the Company and he is not a relative of any director.

**By order of the Board of Directors  
For, Add-Shop E-Retail Limited  
(Formerly known as Add-Shop Promotions  
Limited)**

**Place: Rajkot  
Date: 31.08.2022**

**NirajkumarMalaviya  
Company Secretary**