

December 10, 2024

To,  
BSE Limited  
Phiroze Jeejebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Script Code:** 532056

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith a copy of Notice of Postal Ballot dated 10.12.2024, seeking approval of the members by way of Special Resolutions.

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, December 06, 2024 ("Cut-off date"). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has engaged the services of NSDL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

Remote E-voting details		
1.	Date and time of commencement of Remote e-voting	09.00 a.m. (IST) on Wednesday, December 11, 2024
2.	Date and time of conclusion of Remote e-voting	05.00 p.m. (IST) on Thursday, January 09, 2025

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses.

The copy of the said Postal Ballot Notice is being made available on the website of the Company at [www.adinatheximresources.com](http://www.adinatheximresources.com)

Kindly take note of the above information.

Thanking you.

Yours faithfully,

**For, Adinath Exim Resources Limited**

**Manoj S. Savla**  
**Director**  
**DIN: 01529306**

## POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Sections 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or reenactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("Secretarial Standard - 2"), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular no. 20/2020 dated 5th May, 2020 read with circular nos. 14/2020, 17/2020, 09/2023 and 09/2024 dated 8th April, 2020, 13th April, 2020, 25th September, 2023 and 19th September, 2024 respectively (collectively referred to as "Circulars"), to transact the following special businesses as considered in the resolutions appended below through Postal Ballot only by way of remote e-voting ("e-voting"):

### ITEM NO.1: PREFERENTIAL ISSUE OF UP TO 6,49,500 EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER GROUP CATEGORY

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the equity shares of the Company are listed (**"Stock Exchange"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the SEBI (Listing Obligations

**Regd. Office : 601, Astron Tower, Opp. Iskon Mandir, Nr. Casalla Tower, Satellite, Ahmedabad-380015. Gujarat**  
**Phone : 63517 38619 Website : [www.adinatheximresources.com](http://www.adinatheximresources.com) E-mail : [aerlnodalofficer@gmail.com](mailto:aerlnodalofficer@gmail.com)**  
**CIN : L65100GJ1995PLC024300**

and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 6,49,500 (Six Lakhs Forty Nine Thousand Five Hundred) Equity Shares (“Shares”) to persons belonging to ‘Promoter Group’ Category, on preferential basis, at an issue price of ₹ 40/- (Rupees Forty Only) including premium of ₹ 30/- (Rupees Thirty only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹ 2,59,80,000/- (Rupees Two Crore Fifty Nine Lakhs Eighty Thousand Only), on such further terms and conditions as may be finalized, to the below mentioned persons (“Proposed Allottees”):

Sr. No.	Name of the Proposed Allotees	Category of the Allotees	Maximum No. of the Shares proposed to be Allotted
1.	Shanil Paras Savla	Promoter Group	2,16,500
2.	Shail Manoj Savla	Promoter Group	2,16,500
3.	Avani Dharen Savla	Promoter Group	2,16,500

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 10<sup>th</sup> December, 2024, being the date 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. January 09, 2025.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Proposed Allottees, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further continuance or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, sequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

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

**ITEM NO. 2: TO APPOINT MS. VIDHI SHAIL SAVLA (DIN: 09107866) AS A WHOLE TIME DIRECTOR (EXECUTIVE AND PROMOTER) OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to appoint Ms. Vidhi Shail Savla (DIN: 09107866) as a Whole-Time Director (Promoter and Executive) of the Company, for a period of 3 (Three) Years w.e.f. 25<sup>th</sup> October, 2024 (liable to retire by rotation), on a remuneration of up to 5% of the net profit of the Company for the financial year computed in a manner laid down in Section 198 subject to minimum remuneration of up to INR 1,00,000/- (Rupees One Lakh only) per month to be paid in case of no profit or inadequacy of profit, which permissible under Schedule V of the Companies Act, 2013 and on such terms and conditions as may be agreed to between the Board of Directors and Ms. Vidhi Shail Savla with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of the Act, or any amendments thereto or any re-enactment thereof.”

**“RESOLVED FURTHER THAT** any one of the Directors and/or Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company be and are severally hereby authorized to file necessary forms and filings with Registrar of Companies/Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India, Banks and other regulatory authorities for the said Appointment as per the requirements under the Companies Act, 2013 and other acts and rules as applicable and to do all such acts, deeds, things and matters as may be necessary in the said connection.”

Date: 10/12/2024  
Registered office:

601, Astron Tower,  
Opp. Iskon Mandir,  
Near Casalla Tower,  
Satellite, Ahmedabad  
380015

By Order of the Board  
Adinath Exim Resources Limited

Manoj Shantilal Savla  
Chairman and Director  
DIN - 01529306

## NOTES:

1. The Explanatory Statement pursuant to Sections 102, 110 of the Companies, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors has, at its meeting held on December 10, 2024, appointed Ms. Aishwarya Parekh, Company Secretary (Mem. No.: F13318) to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on the cut-off date i.e. Friday, December 06, 2024.
4. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has availed the services of NSDL (National Services Depository Limited), for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, December 06, 2024., being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. This Postal Ballot is being initiated in compliance with the MCA Circulars.
6. This Notice is also available on the Company's website i.e. [www.adinatheximresources.com](http://www.adinatheximresources.com) and also on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
7. The remote e-voting period will commence from 09.00 a.m. (IST) on Wednesday, December 11, 2024 and will end at 05.00 p.m. (IST) on Thursday, January 09, 2025. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Thursday, January 09, 2025.
8. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Company Secretary or Managing Director of the Company or any other authorized person within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website [www.adinatheximresources.com](http://www.adinatheximresources.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
9. **The instructions for Members for remote e-voting are as under:**

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

**Step 1: Access to NSDL e-Voting system**





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting</li> </ol>



	<p>experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

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

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

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

### **General Guidelines for shareholders**

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

also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Senior Manager) at [evoting@nsdl.com](mailto:evoting@nsdl.com).

## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### Item No. 1:

The Special Resolution contained in Item No. 1 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 6,49,500 Equity Shares ('Equity') at the issue price of 40/- including premium of 30/-, aggregating up to 2,59,80,000/- (Rupees Two Crore Fifty Nine Lakhs Eighty Thousand Only).

The proposed Preferential Issue is to be issued to the persons belonging to 'Promoter Group' Category. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on Tuesday, December 10, 2024.

The approval of the members is accordingly being sought by means of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

#### **A. Objects of the Preferential Issue**

The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds") towards the following objects:

- (i) to strengthen the capital adequacy of the Company and prepare for future business opportunities available for the Company.
- (ii) general corporate Purpose.
- (iii) to support working capital requirements of business.

(hereinafter collectively referred to as "Objects")

#### **B. Particulars of the offer including the maximum number of specified securities to be issued**

Preferential Issue of up to 6,49,500 Equity Shares ('Equity') at the issue price of 40/- including premium of 30/-, aggregating up to 2,59,80,000- (Rupees Two Crore Fifty Nine Lakhs Eighty Thousand Only ) in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

#### **C. The intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer**

The preferential issue is being made to the individuals belonging to the Promoter Group of the Company.

#### D. The Shareholding Pattern of the issuer before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue to “Promoter & Promoter Group” & “Non – Promoter” is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Equity Shares to be Allotted	Post – Issue Shareholding	
	No. of Shares	%		No. of Shares	%
A) Promoter Shareholding					
1) Indian					
Individuals & HUF	24,64,400	57.06	6,49,500	31,13,900	62.67
Bodies Corporate	-	-	-	-	-
Total (A)(1)	24,64,400	57.06		31,13,900	62.67
2) Any Other	2,15,000	4.98	-	2,15,000	4.33
Total Promoter holding (A1 + A2)	26,79,400	62.04	-	33,28,900	67.00
B) Public Shareholding					
1) Institutional Investors	-	-	-	-	-
2) Non – Institutional Investors					
Individuals	15,56,341	36.03	-	15,56,341	31.32
Bodies Corporate	45,823	1.06	-	45,823	0.92
NRIs	13,290	0.31	-	13,290	0.27
Any Others	24,246	0.56	-	24,246	0.49
Total (B)(2)	16,39,700	37.96	-	16,39,700	33.00
Total Public Holding (B1 + B2)	16,39,700	37.96	-	16,39,700	33.00
C) Non – Promoter Non-Public	-	-	-	-	-
Total (A + B + C)	43,19,100	100.00	6,49,500	49,68,600	100.00

#### Notes:

- (1) The pre-issue shareholding pattern is as on September 30, 2024.
- (2) Post shareholding structure may change depending upon any other corporate action in between.

#### E. Proposed time limit within which the allotment shall be complete

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

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

Not Applicable. Since, the Company has not made Preferential Issue of any Securities during the year.

**G. Valuation for Consideration other than Cash**

Not Applicable

**H. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**I. Basis on which the price has been arrived at along with report of the registered valuer:**

The Equity Shares of the Company are listed on BSE ("Stock Exchanges") and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as:

I. the 90 trading days' volume weighted average price of the related Equity Shares quoted on the recognized Stock Exchange preceding the Relevant Date i.e., Rs. 31.33/- per Equity Share;

II. the 10 trading days' volume weighted average price of the related Equity Shares quoted on a recognized Stock Exchange preceding the Relevant Date i.e., Rs. 39.72/- per Equity Share; whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity may be issued computes to Rs. 39.72/- each. Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis. As the proposed allotment is more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer



for determining the price. The price determined through Valuation report of CS Abhishek Chhajed, Registered Valuer (IBBI/RV/03/2020/13674) i.e., Rs. 39.72/- per share. The said report is available on the website of the Company at [www.adinatheximresources.com](http://www.adinatheximresources.com)

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at Rs. 40/- (Rupees Forty Only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

**J. The Class or Classes of Persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the Promoter Group Category as detailed in the resolution.

**K. The Price or Price Band at / within which the allotment is proposed**

The Equity Shares are proposed to be issued at an issue price of 40/- per share, including premium of 30/- per share, as per the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.

**L. The Identity of the natural person who are the Ultimate Beneficial Owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Sr. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners
1.	Shanil Paras Savla	Promoter Group	Not Applicable
2.	Shail Manoj Savla	Promoter Group	Not Applicable
3.	Avani Dharen Savla	Promoter Group	Not Applicable

**M. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.**

Name	Pre-Issue Shareholding Structure		Equity Shares to be Allotted	Post – Issue Shareholding	
	No. of Shares	%		No. of Shares	%
Shanil Paras Savla	2,03,184	4.70	2,16,500	4,19,684	8.45
Shail Manoj Savla	2,02,984	4.70	2,16,500	4,19,484	8.44
Avani Dharen Savla	2,03,078	4.70	2,16,500	4,19,578	8.44

**N. Lock-in Period**

- 1) The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- 2) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**O. Issue Price and Relevant Date:**

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Tuesday, December 10, 2024, for the purpose of computation of issue price of Equity.

**P. Change in Control, if any, in the Company that would occur consequent to the preferential offer;**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares of the Company.

**Q. Undertaking;**

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- It is hereby undertaken that if the re-computation of the price of the specified securities in terms of the provisions of the regulations of ICDR Regulations is required to be carried out, the Issuer shall do the same.
- If on account of the re-computation of the price, if the amount is payable on re-computation of price, the allottees shall pay the consideration accordingly, if necessary. If the price is not paid upon re-computation within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

**R. Disclosure specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:**

Not Applicable

**S. The Current and Proposed status of the allottee (s) post the preferential issues namely, Promoter or Non – Promoter**

Sr. No.	Name of Allottee(s)	Current Status	Post Status
1.	Shanil Paras Savla	Promoter Group	Promoter Group
2.	Shail Manoj Savla	Promoter Group	Promoter Group

3.	Avani Dharen Savla	Promoter Group	Promoter Group
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#### **T. Practicing Company Secretary's Certificate**

The certificate from Ms. Aishwarya Parekh (Mem. No. F13318), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.adinatheximresources.com](http://www.adinatheximresources.com)

#### **U. Details of the Directors, Key Managerial Persons or their relatives, in any way concerned or interested in the said resolution;**

The Directors namely Mr. Manoj Shantilal Savla, Director and Ms. Vidhi Shail Savla, Whole-time Director of the Company and their relatives forming part of the Promoter and Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares held by them. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

#### **Item No. 2:**

Taking into consideration the contributions made towards the growth of the Company by Ms. Vidhi Shail Savla and on the recommendation of the Nomination and Remuneration Committee and the Board in its meeting held on 25th October 2024, it is proposed to appoint her as a Whole-Time Director of the Company w.e.f 25th October 2024 for a term of 3 years on a remuneration of upto 5% of the net profits of the Company for the financial year computed in a manner laid down in the provisions of Section 197 and 198 of the Act and rules made thereunder read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which includes perquisites and allowances like house rent allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, educational allowance, medical reimbursement, club fees and such other perquisites and allowances. The perquisites shall be evaluated at actual cost. Further, in case of no profit or inadequacy of profit, the remuneration of INR 1,00,000/- per month shall be the minimum remuneration.

The main terms and conditions relating to the appointment and remuneration of Ms. Vidhi Shail Savla as a Whole Time Director of the Company are as follows:

## Term of Appointment

The appointment of Ms. Vidhi Shail Savla as Whole Time Director is for a period of 3 years with effect from 25<sup>th</sup> October 2024.

## Nature of Duties

Ms. Vidhi Shail Savla the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on her, by the Board of Directors of the Company.

## Remuneration

INR 1,00,000/- per month including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., to be increased by inflationary standard annually based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

### Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Ms. Vidhi Shail Savla, the Company has no profits, or its profits are inadequate, the Company will pay her aforesaid remuneration as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013 by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

## Other Terms of Appointment

- (a) The terms and conditions of the appointment of the Whole-Time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- (b) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole-Time Director unless specifically provided otherwise.
- (c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances, and any pro-rated Bonus/ Performance Linked Incentive/ Commission (paid at the discretion of the Board), in lieu of such notice.
- (d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice:
  - (i) If the Whole-Time Director is found guilty of any gross negligence, default, or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

- (ii) In the event of any serious, repeated, or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations contained herein as no separate agreement shall be executed between the Company and the Whole-Time Director or
- (iii) In the event the Board expresses its loss of confidence in the Whole-Time Director; or
- (e) In the event the Whole-Time Director is not in a position to discharge her official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.
- (f) Upon the termination by whatever means of the employment of the Whole-Time Director she shall immediately tender her resignation from offices held by her in any subsidiaries and associated companies and other entities without claiming compensation for loss of office and shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of the subsidiaries or associated companies.
- (g) Ms. Vidhi Shail Savla will be liable to retire by rotation.
- (h) Ms. Vidhi Shail Savla shall not, so long as she functions as such, become interested or otherwise concerned directly or through spouse and/or minor children in any selling agency of the Company in future without prior approval of the Central Government.
- (i) So long as she functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof.

In compliance with the provisions of Section 196 & 197 of the Act read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act the terms of remuneration specified above are now being circulated in the Postal Ballot to the Members for their approval.

The proposed draft Appointment Letter between Ms. Vidhi Shail Savla and the Company is available for inspection by the Members of the Company at its Registered Office of the Company during office hours on all working days except Saturdays between 11.00 A.M. and 01.00 P.M. up to the last date of Postal Ballot.

The Board of Directors recommends the appointment of Ms. Vidhi Shail Savla as the Whole-Time Director of the Company as mentioned above by passing a Special Resolution. A Brief Resume of Ms. Vidhi Shail Savla is given in ***Annexure-A to this explanatory statement.***

Except for Ms. Vidhi Shail Savla and her relatives, None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding in the Resolution at Item No. 2.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V of the Act are given in ***Annexure B to this explanatory statement.***

**Annexure A: Brief Resume of Director's seeking appointment.**

Details of Director seeking appointment at the Postal Ballot pursuant to the provisions of (i) Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Particulars	Ms. Vidhi Shail Savla
Directors Identification Number (DIN)	09107866
Category	Whole-Time Director (Promoter and Executive)
Date of Birth	02/02/1993
Age	31 Years
Nationality	Indian
Date of first appointment by Board	17/03/2021.
Qualifications	Doctor's Degree in Dentist.
Nature of Expertise in specific functional areas	She holds a Doctor's Degree in Dentist and has exposure in field of Marketing and Administration.
In the case of Independent Directors, the skills and capabilities for the role and the manner in which the proposed person meets such requirements.	Not Applicable.
Directorship held in other entities.	NIL.
Relationship with other Director/KMPs	Ms. Vidhi Shail Savla is Daughter in Law of Mr. Manoj Savla, Director and Promoter of the Company.
Details of Board Meetings attended during the year.	5 (Five).
Term and Condition of appointment along with Remuneration.	As per Resolution and Explanatory Statement.
Remuneration last drawn	NIL
Membership of Committee in the Company.	NIL
No of Shares are held in the Company.	NIL
Remuneration proposed to be paid.	As per Resolution and Explanatory Statement.
Terms and Conditions of appointment.	As per Resolution and Explanatory Statement.

**Annexure B**

Statement as required under Section II of Part II of Schedule V of the Act giving details in respect of the remuneration of Ms. Vidhi Shail Savla as Whole-Time Director.

I. General information:	
(1) Nature of industry	The Company engaged in the business of Non-Banking Financial Company.
(2) Date or expected date of commencement of commercial production	The Company was incorporated on 20/01/1995 and the operations were started after some time.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
(4) Financial performance based on given indicators	Annexure '1'.
(5) Foreign investments or collaborations, if any.	NIL

II. Information about the Director:	
Particulars	Ms. Vidhi Shail Savla
(1) Background details	Ms. Vidhi Shail Savla holds a Doctor's Degree in Dentist and having exposure in the field of Marketing and Administration. She has been involved in the business operations of the Company since 2021.
(2) Past remuneration	NIL
(3) Recognition or awards	Nil
(4) Job profile and his suitability	Overall Marketing and Administration of the Company.
(5) Remuneration proposed	The terms of remuneration proposed are detailed in the Special Resolution and Explanatory statement.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size, nature and profit of the Company, the profile of Ms. Vidhi Shail Savla, the responsibilities shouldered by her and the industry benchmark, the aforesaid remuneration is commensurate with the remuneration package paid to similar senior level position in other comparable companies.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, Ms. Vidhi Shail Savla does not have any pecuniary relationship with the Company directly or indirectly. She does not hold any Equity Shares in the Company.

III. Other information:	
(1) Reasons of loss or inadequate profits	The Company may have losses or inadequate profit due to reasons like change in market conditions, fluctuations in foreign market, change in global economic conditions.
(2) Steps taken or proposed to be taken for improvement.	The Company has embarked on a series of strategic and operational measures that is expected to result in an improvement in the present position.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

#### DISCLOSURES:

The details of the remuneration package of Ms. Vidhi Shail Savla is given in the explanatory statement hereinabove. The remuneration is variable as linked to the profits of the Company except in case of inadequate profit when the remuneration will be paid as per the provisions of Section 197 and 198 read with Schedule V of the Act. Other Directors are paid no remuneration except for the fees for the meetings of the Board and Committees thereof.

#### ANNEXURE – 1.

As per published Audited Financial Results for the year ended 31st March 2024, 31st March 2023, 31st March 2022.

Particulars	For the year/period ended (in INR Lakhs)		
	March 2024	March 2023	March 2022
Total Revenues	103.46	99.73	97.48
Depreciation	NIL	NIL	NIL
Total Expenses	29.37	31.81	22.02
Net Profit/Loss	55.57	68.11	34.93
Paid-up Capital	476.73	476.73	476.73
Reserves & Surplus	1470.84	1,242.10	1149.54

Date: 10/12/2024  
Registered office:

601, Astron Tower,  
Opp. Iskon Mandir,  
Near Casalla Tower,  
Satellite, Ahmedabad  
380015

By Order of the Board  
Adinath Exim Resources Limited

Manoj Shantilal Savla  
Chairman and Director  
DIN - 01529306