



**KAPASHI**  
**Commercial Ltd.**

Date: 04/02/2021

To  
BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort, Mumbai -400001.

Dear Sir/Madam,

**Sub: Submission of Minutes of Extra Ordinary General Meeting.**

With reference to the subject matter please find enclosed herewith the minutes of Extra Ordinary General Meeting of the Company.

We request you to kindly take the above on records.

**Thanking you,**  
**For KAPASHI COMMERCIAL LIMITED**

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**Shweta Samir Shah**  
**Managing Director**  
**DIN: 03082967**

## KAPASHI COMMERCIAL LIMITED

CIN: L51900GJ1985PLC110976

Regd. Office: 206, S.F. Ashirwad Paras 1, Near Kanti Bharwad PMT,  
Opposite Andaz Party Plot, Makarba, Ahmedabad-380051, Phone: +91-79-4107-8078  
E-Mail: kapashicl@gmail.com Website: www.kapashicommercial.com

**Minutes of the Extra Ordinary General Meeting of Members of the KAPASHI COMMERCIAL LIMITED held on Thursday, January 7, 2021 at 11.00 A.M. through Video conferencing (VC) Facility / Other Audio Visual Means (OAVM).**

Directors who joined the meeting through VC facility:

Sr. No.	Name of the Director	Designation	Place form where attended the meeting
1.	Shweta Samir Shah	Managing Director	Ahmedabad
2.	Munjal Mahendrabhai Patel	Director	Ahmedabad
3.	Jayeshkumar Rasiklal Shah	Independent Director	Ahmedabad
4.	Manishkumar Indravadan Mehta	Independent Director, Chairperson of Audit, Nomination and Remuneration and Stakeholders Relationship Committee	Ahmedabad

Other panellists who joined the meeting through VC facility:

Sr. No.	Name	Designation	Place form where the meeting attended
1.	Viraj Samirbhai Shah	Chief Financial Officer	Ahmedabad
2.	Asit Shah	Statutory Auditors Proprietor of Ashit N. Shah & Co.	Ahmedabad
4.	Umesh Parikh	Scrutinizer Partner of Parikh Dave & Associates, Company Secretaries	Ahmedabad

As Company Secretary was not present, the acting company secretary conducted the meeting.

### **CHAIRPERSON:**

With the permission of members Shweta Shah, Managing Director was elected as a Chairperson of the meeting.

**MEMBERS PRESENT:**

13 Members attended the meeting through VC / OAVM.

Since the meeting was convened through VC / OAVM the facility of appointing proxy was not provided in accordance with the various circulars issued by MCA and SEBI.

**QUORUM:**

The Acting Company Secretary confirmed that requisite number of members of the Company joined the live stream facility through platform made available by Purva Sharegistry (India) Private Limited and as necessary quorum, as required in the provisions of Companies Act, 2013 being present, she announced the meeting to be in order.

**INTRODUCTION:**

The Acting Company Secretary announced that in compliance of various circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Extra Ordinary General meeting of the Company was held through Video Conferencing ('VC') / Other Audio Visual Means (OAVM) to seek the approval of members of the Company on resolutions set out in the Notice convening the Extra Ordinary General Meeting and she further announced that Chairperson and other Directors, Chief Financial Officer, Statutory Auditors, Scrutinizers had joined the meeting through video conferencing.

**CHAIRPERSON TO THE MEMBERS:**

The Chairperson greeted the shareholders and apprised the members about the working of the Company.

**INSPECTION OF STATUTORY REGISTERS:**

It was announced that necessary Statutory Registers and documents were available online for inspection for the members throughout the meeting.

**NOTICE OF THE MEETING:**

With the consent of the Members present, the notice dated 28/11/2020 convening the Extra Ordinary General Meeting as circulated to the members was taken as read.

#### **REMOTE E-VOTING AND E-VOTING DURING THE EGM:**

Thereafter Acting Company Secretary informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company had provided remote e-Voting facility to the members of the Company in respect of businesses to be transacted at the Meeting. The e-Voting commenced on Monday, January 4, 2021 at 10.00 A.M. and ended on Wednesday, January 6, 2021 at 5.00 P.M.

It was also announced that the members who were present in the EGM through Video Conference and had not cast their votes on the resolutions through remote e-voting were eligible to vote through e-voting facility available during the EGM. Company had made arrangement on CDSL portal to provide facility of e-voting during the Extra Ordinary General Meeting to those members who could not cast their vote by remote e-Voting.

#### **SCRUTINIZER REPORT AND RESULT OF E-VOTING:**

The Acting Company Secretary also informed that Parikh Dave & Associates, Company Secretaries were appointed as Scrutinizer to supervise the process of remote e-voting and e-voting during EGM in fair and transparent manner.

It was further informed that after receipt of Scrutinizer's Report the result of voting would be declared within 48 hours of the conclusion of this meeting and the same will be available on the website of the Company and will also be intimated to the BSE Limited and CDSL along with Report of the Scrutinizer, as per the relevant provisions of the Companies Act, 2013 and the listing regulations.

Since no other matter was left to transact, the Acting Company Secretary conveyed sincere thanks to the Directors and Members of the Company for sparing their valuable time for attending EGM of Company.

Then, the Extra Ordinary General Meeting was concluded with a vote of thanks to the Chairperson at 11.20 A.M.

#### **Result of the remote e-Voting and e-voting done during the EGM on resolutions set out in the notice of EGM:**

On the basis of Consolidated Scrutinizer's Report on the remote e-Voting which ended on Wednesday, January 6, 2021 at 5.00 P.M. and e-voting during the Extra Ordinary General Meeting held on January 7, 2021, the results of the voting on both the resolutions as set out in the Notice of the Extra Ordinary General Meeting of the Company have been duly passed unanimously:

The details of the same are as under:

Resolution Nos.		Assent	%	Dissent	%	Invalid	Status
Resolution No. 1	Total No. of Votes	22,89,625	100.00	0	0.00	0.00	Special Resolution passed unanimously
Resolution No. 2	Total No. of Votes	22,89,625	100.00	0	0.00	0.00	Special Resolution passed unanimously

The Resolutions as set out in the Notice of Extra Ordinary General Meeting duly approved by the members unanimously, are recorded hereunder:

**RESOLUTION NO. 1**

**SPECIAL RESOLUTION: -**

**To Increase the Authorised Share Capital of the Company.**

RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013 and Companies (Share Capital & Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from existing Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lac Only) divided into 25,00,000 (Twenty-Five Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause "V":

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT Managing Director and/ or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution.

**To create, offer, Issue and allot Equity Shares on preferential basis.**

RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as "Act"), provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended and any other Rules/ Regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/ or any other statutory/regulatory authority, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval to be received from Reserve Bank of India and such other approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) 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 may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches, up to 25,00,000 (Twenty Five Lakh) Equity shares of face value of Rs. 10/- each (Rupees Ten Only) for cash at an issue price of Rs. 56/- (Rupees Fifty-Six Only) (including a premium of Rs. 46/- (Rupees Forty-Six Only) per Equity Share) to the proposed allottees as mentioned below on preferential basis in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

Sr. No.	Name of the Proposed Allottee(s)	Category	No. of Equity Shares to be allotted
1.	Samir Rohitkumar Shah	Promoter Group	4,50,000
2.	Sagar Samir Shah	Promoter Group	4,50,000
3.	Shweta Samir Shah	Promoter	3,00,000
3.	Abil Chempharma Private Limited	Non Promoter	10,00,000
4.	Dhrumil Bhagwat Shah HUF	Non Promoter	50,000
5.	Harshit Rajesh Shah HUF	Non Promoter	50,000
6.	Zeal Harivadan Shah J/w. Harivadan Vitthaldas Shah	Non Promoter	1,00,000
7.	Rajesh Vitthaldas Shah HUF	Non Promoter	50,000
8.	Bhagvat Vitthaldas Shah HUF	Non Promoter	50,000
Total			25,00,000

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 Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a) The Equity shares to be offered, issued and allotted shall be fully paid-up and shall 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 Memorandum of Association and Articles of Association of the Company.

- b) The Equity shares to be issued and allotted shall be subject to lock-in for a period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals as the case may be.
- c) The Equity Shares shall be issued and allotted in dematerialized form within a period of 15 days from the date of passing Special Resolution by the members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any regulatory authority or government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

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 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 with regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, 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 do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person.

  


Date: 18/01/2021

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(Chairperson)