

**NOTICE IS HEREBY GIVEN THAT THE 2<sup>nd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF QUALITY RO INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, 29<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 11:00 AM AT PLOT NO. 09, POR INDUSTRIAL PARK, NH 08 BEHIND SAHAYOG HOTEL, VILLAGE POR VADODARA GJ 391243**

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**Ordinary Business:**

**1. Adoption of Annual Financial Statements of Company:**

- a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
- b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

**2. Re-appointment of Mrs. Damini Dholiya (DIN: 09340903), the retiring director:**

To appoint a director in place of **Mrs. Damini Dholiya (DIN: 09340903)** who retires by rotation and being eligible, offers herself for re-appointment.

**3. Appointment of Statutory Auditor of Company:**

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 Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in supersession of earlier Board Resolution dated 19<sup>th</sup> June, 2023 and recommendation of Audit Committee and as per approval of the Board of Director in their meetings held on 06<sup>th</sup> September, 2023, the approval of the members be and is hereby accorded for appointment of M/s. Doshi Doshi & Co, Chartered Accountants having Firm Registration No. 153683W, as the Statutory Auditors to hold office for the period of 5 years i.e., from F.Y. 2023-24 to 2027-28 viz. from the conclusion of this 2<sup>nd</sup> AGM of Company till the conclusion of its 7<sup>th</sup> AGM, to be held in the year 2028 on such remuneration as may be recommended by the Audit Committee and approved Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.”

**RESOLVED FURTHER THAT**, any of the Director be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**Special Business:**

**4. Approval for Related Party Transactions with Jay Ambe Trading (Proprietorship Firm):**

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 188 of the Companies Act, 2013 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, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and 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 members be and is hereby accorded for entering into contract(s)/ arrangement(s)/ transaction(s) with **Jay Ambe Trading, (Proprietorship Firm)** a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or sale of Goods or Material of Company, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 3 Crores for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**5. Approval for Related Party Transactions Jay Ambe Transport, (Proprietorship Firm):**

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 188 of the Companies Act, 2013 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, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and 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 members be and is hereby accorded for entering into contract(s)/ arrangement(s)/ transaction(s) with **Jay Ambe Transport, (Proprietorship Firm)**, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or sale of Goods or Material of Company, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 3 Crores for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company;

**RESOLVED further that** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For Quality RO Industries Limited**

Sd/-

**Vivek Dholiya  
Managing Director  
DIN: 09340902  
Place: Vadodara  
Date: 06<sup>th</sup> September, 2023**

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Business mentioned in Item No. 3 & 4 of the accompanying Notice is annexed hereto.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
5. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Re-appointment in the 2<sup>nd</sup> Annual General Meeting is annexed to this Notice.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
7. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2022-23 and Notice of the 2<sup>nd</sup> Annual General Meeting are open for inspection by the Members, without any fees, at the Corporate Office at Plot No. 09, Por Industrial Park, NH 08 Behind Sahayog Hotel, Village Por Vadodara Vadodara- 391243 of the Company between 11.00 A.M and 01.00 P.M on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by

Members at the Meeting.

Members holding shares in physical form are requested to approach, Skyline Services Private Limited the Registrar and Share Transfer Agents of the Company situated at D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi 110 020, India, for:

- (a) intimating any change in their address and/or bank mandate;
  - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
  - (c) nominating any person to whom the shares shall vest in the event of death;
  - (d) updating/registering their e-mail address for correspondence; and
  - (e) Any other queries with respect to shares held by them.
8. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
  9. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Skyline Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
  10. The Board of Director vide resolution dated 06<sup>th</sup> August, 2023 has appointed M/s Ramraj Thakur & Associates, Practicing Company Secretaries as scrutinizer for the Annual General Meeting of the Company.
  11. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of BSE, has been exempted from complying with e-voting requirements vide MCA Notification dated 19<sup>th</sup> March, 2015 by Amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence pursuant to the aforementioned notification, the e-voting facility has not been provided.
  12. The Annual Report for the financial year 2022-23 and Notice of the 2<sup>nd</sup> Annual General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Skyline Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The

abovementioned documents are also available for download on the Company's website i.e. [www.qualityro.in/](http://www.qualityro.in/) and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)

13. 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 their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

**By Order of the Board of Directors**

**For Quality RO Industries Limited**

Sd/-

**Vivek Dholiya**  
**Managing Director**  
**DIN: 09340902**

**Place: Vadodara**

**Date: 06<sup>th</sup> September, 2023**

## **EXPLANATORY STATEMENT:**

**The following explanatory statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the Notice of the AGM.**

### **ITEM No. 4 -**

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder 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.

As per recommendation of Audit Committee meeting held on May 27, 2023, the Board of Directors in their meeting held on May 27, 2023 had approved the Related Party Transaction i.e. sales and purchase of Building materials with M/s Jay Ambe Trading (proprietorship firm) of value not exceeding of Rs. 3,00,00,000/- (Rupees Three Crores Only) for a period of current financial years i.e. 2023-24.

Accordingly, transaction(s) to be entered into with M/s Jay Ambe Trading (proprietorship firm) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 Jay Ambe Trading (proprietorship firm) for a period of current financial years i.e. 2023-24.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Jay Ambe Trading (proprietorship firm) are as follows:

| <b>Sr. No.</b> | <b>Particulars</b>  | <b>Remarks</b>   |
|----------------|---|--|
| 1              | Name of the Related Party   | M/s Jay Ambe Trading (proprietorship firm)   |
| 2              | Name of the Director or KMP who is related  | Mr. Vivek Dholiya & Mrs. Damini Dholiya  |
| 3              | Duration of the Contract or Arrangement including the value, if any                                       | For Financial Year 2023-24   |
| 4              | Nature of relationship;   | Mr. Vivek Dholiya & Mrs. Damini Dholiya are interested Director in the Company.  |
| 5              | Nature, material terms, monetary value and particulars of the contract or arrangement                     | Sales and Purchase of Building materials like sand, aggregate, metal, soil, dust, Wet mix macadam (WMM) etc. for monetary value of aggregate transaction of this arrangement is expected to Rs. 3,00,00,000/- (Rupees Three Crores Only) for a period of current financial years i.e. 2023-24. |
| 6              | Any other information relevant or important for the members to take a decision on the proposed resolution | NIL  |

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except Mr. Vivek Dholiya and Mrs. Damini Dholiya and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Directors recommend the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice, for Members' approval.

**ITEM No. 5 -**

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder 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.

As per recommendation of Audit Committee meeting held on May 27, 2023, the Board of Directors in their meeting held on May 27, 2023 had approved the Related Party Transaction i.e. sales and purchase of Building materials with M/s Jay Ambe Transport (Proprietorship Firm) of value not exceeding of Rs. 3,00,00,000/- (Rupees Three Crores Only) for a period of current financial years i.e. 2023-24.

Accordingly, transaction(s) to be entered into with M/s Jay Ambe Transport (proprietorship firm) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 Jay Ambe Transport (proprietorship firm) for a period of current financial years i.e., 2023-24.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Jay Ambe Transport (proprietorship firm) are as follows:

| <b>Sr. No.</b> | <b>Particulars</b>  | <b>Remarks</b>   |
|----------------|---|--|
| 1              | Name of the Related Party   | M/s Jay Ambe Transport (proprietorship firm)   |
| 2              | Name of the Director or KMP who is related  | Mr. Vivek Dholiya & Mrs. Damini Dholiya  |
| 3              | Duration of the Contract or Arrangement including the value, if any                                       | For Financial Year 2023-24   |
| 4              | Nature of relationship;   | Mr. Vivek Dholiya & Mrs. Damini Dholiya are interested Director in the Company.  |
| 5              | Nature, material terms, monetary value and particulars of the contract or arrangement                     | Sales and Purchase of Building materials like sand, aggregate, metal, soil, dust, Wet mix macadam (WMM) etc. for monetary value of aggregate transaction of this arrangement is expected to Rs. 3,00,00,000/- (Rupees Three Crores Only) for a period of current financial years i.e. 2023-24. |
| 6              | Any other information relevant or important for the members to take a decision on the proposed resolution | NIL  |

Except Mr. Vivek Dholiya and Mrs. Damini Dholiya and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Directors recommend the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval.

**By Order of the Board of Directors  
For Quality RO Industries Limited**

Sd/-

**Vivek Dholiya**

**MANAGING DIRECTOR**

**DIN: 09340902**

**Place: Vadodara**

**Date: 06<sup>th</sup> September, 2023**

**Annexure - A**

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Re-appointment in the 2<sup>nd</sup> Annual General Meeting of Company:

|   |   |
|---|---|
| <b>Name of the Director</b>   | <b>Mrs. Damini Dholiya</b>  |
| <b>Director Identification Number</b>   | 09340903  |
| <b>Date of Birth</b>  | 04/12/1992  |
| <b>Date of Appointment</b>  | 30 <sup>th</sup> September, 2021  |
| <b>Age</b>  | 31  |
| <b>Terms and Conditions of appointment</b>  | She has been appointed for the period of 5 years with liability to retire by rotation and Rs. 10,000/- per month remuneration.  |
| <b>Details of remuneration sought to be paid during F.Y. 2023-24</b>  | Upto Rs. 10,000/- per month   |
| <b>Details of remuneration drawn during the F.Y. 2022-23</b>  | <b>Rs. ,1,20,000/-</b>  |
| <b>Qualifications</b>   | Master of Science (M.SC)  |
| <b>Brief Resume of the Director</b>   | She has an experience of around 3 years in our industry and manages the entire administration of the Company. She has sound knowledge of accounting and commercial matters. |
| <b>Expertise in specific functional areas</b>   | Administration of Company Matters   |
| <b>Other listed companies in which she holds Directorship and Membership of Committee of Board (along with listed entities from which she has resigned in the past three years)</b> | None  |
| <b>Chairperson/Member of Committee(s) of Board of Directors of the Company</b>  | <b>Stakeholders Relationship Committee - Member</b>   |
| <b>Shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner];</b>  | None  |
| <b>Shareholding in Company (Equity)</b>   | 69,790 Equity Shares; (2.74% of total Paid up shares Capital)   |
| <b>Disclosure of relationships between directors inter-se;</b>  | Mrs. Damani Dholiya is Wife of <b>Mr. Vivek Dholiya</b> , Managing Director of Company.   |
| <b>The number of Meetings of the Board attended during the year</b>   | 07  |



**Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Re-appointment of Statutory Auditor in the 2<sup>nd</sup> Annual General Meeting of Company:**

**Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;**

The Board of Directors of Company has proposed to pay the Audit fees of Rs. 1,00,000/- per annum and other fees/charges for accounting and financial work as mutually decided between board and Auditor for their appointment in the Company for the period of 5 financial year i.e. from 2023-24 to 2027-28. As per rules of ICAI, the Statutory Auditor of listed Company must be certified by Peer Review Board Auditor. Further no any material changes in fees payable to the said Auditor for the proposed appointment period of 5 years as compare to previous Auditor for financial year 2022-23.

**A) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:**

M/s Doshi Doshi & Co, Chartered Accountants have an expertise in providing Auditing, finance, legal, taxation, assurance & regulatory services & focusing on business excellence.

**Form No. MGT-11**

**Proxy Form**

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

CIN: U29308GJ2021PLC126004  
Name of the Company: **QUALITY RO INDUSTRIES LIMITED**  
Registered Office: Plot No. 09, POR Industrial Park, NH 08 Behind Sahayog Hotel,  
Village POR, Vadodara-391243

E-mail Id:  
Folio No./Client Id:  
DP. Id:

I/We, being the Member(s) of ..... shares of the above-named Company, hereby appoint

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2<sup>nd</sup> Annual General Meeting of the Company, to be held Friday, 29<sup>th</sup> day of September, 2023, at Plot No. 09, POR Industrial Park, NH 08 Behind Sahayog Hotel Village POR, Vadodara-391243 at 11:00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. To approve the Audited Standalone and consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Damini Dholiya (DIN: 09340903) who retires by rotation and being eligible, offers himself for re-appointment
3. To Appoint M/s Doshi Doshi & Company, Chartered Accountants having Firm Registration No. – 153683W as Statutory Auditor of Company for the period of 5 years.
4. To approve the Related Party Transactions with Jay Ambe Trading (Proprietorship Firm)
5. To approve the Related Party Transactions with Jay Ambe Transport (Proprietorship Firm)

Signed this day of 2023

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

Signature of  
shareholder  
Signature of Proxy  
holders(s)

**Notes:**

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) This is optional please put a tick mark  (✓) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

### **Notes for Proxy Form**

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY- EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in personal voting at the Meeting.
6. **\*\*This is optional.** Please put a tick mark (√) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.

14. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
15. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
16. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
17. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

**ATTENDANCE SLIP**

**To be surrendered at the time of entry**

Folio No./Client ID:.....

No. of Shares: .....

Name of Member/Proxy:.....

I hereby record my presence at the 2<sup>nd</sup> Annual General Meeting of the Company on Friday, 29<sup>th</sup> day of September, 2023, at Plot No. 09, POR Industrial Park, NH 08 Behind Sahayog Hotel, Village POR, Vadodara-391243 at 11:00 AM.

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Member's/Proxy's  
Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 2<sup>nd</sup> Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.