

B/404, The Capital, G-Block,  
Bandra Kurla Complex, Behind ICICI Bank,  
Bandra East, Mumbai 400051  
Tel. 022-4942888  
E-mail : parsharti\_investment@rediffmail.com  
CIN : L9300MH1992PLC069958

# Parsharti Investment Limited

To

**BSE Ltd.**

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai - 400 001

**Subject: Intimation of Extra Ordinary General Meeting of the Company and E-voting. (Scrip code 511702)**

With reference to the above mentioned subject, Company hereby informs that:

1. The Extra Ordinary General Meeting of the Company is scheduled to be held on Friday, 10<sup>th</sup> June, 2022 at 3.00 p.m. at The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has offered e-voting facility for transacting all business through Central Depository Services (India) Ltd. (CDSL) through their portal [www.evotingindia.com](http://www.evotingindia.com) to enable the members to cast their votes electronically. The Cut-off date for the purpose of entitlement of e-voting is Friday, 03<sup>rd</sup> June, 2022. The voting commences on Tuesday, 07<sup>th</sup> June, 2022 at 9.00 a.m. and ends on Thursday, 09<sup>th</sup> June, 2022 at 5.00 p.m.
3. The relevant date for preferential issue of convertible warrants is 11<sup>th</sup> May, 2022
4. Further, please find enclosed herewith copy of Notice of EOGM of the Company for the said purpose

Request you to take the same on record.

Yours faithfully,

**FOR PARSHARTI INVESTMENT LIMITED**

(Ghanshyam Patel)

Director

Date: 18<sup>th</sup> May, 2022

Place: Mumbai





## **Parsharti Investment Limited**

**CIN: L65990MH1992PLC069958**

Regd. Office: B/404 The Capital, G-Block, Bandra Kurla Complex,  
Behind ICICI Bank, Bandra East, Mumbai 400051

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, 10<sup>TH</sup> JUNE, 2022 AT 3:00 P.M. AT THE ORIENT CLUB, 9 CHOWPATTY SEA FACE, MUMBAI 400007, TO TRANSACT THE FOLLOWING BUSINESS:**

**1. CHANGE OF NAME OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, including Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **“Parsharti Investment Limited” to “Yogi Limited”** and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause for existing Clause 1 thereof.

**“The name of the Company is Yogi Limited.”**

**RESOLVED FURTHER THAT** the name “Parsharti Investment Limited” wherever appearing in Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “Yogi Limited” upon approval of the same by the Registrar of Companies, Mumbai.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to make application to Registrar of Companies, Mumbai, for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Registrar and do all other acts, deeds, things and matters as are necessary to give effect to the above said resolution and to agree to such

modifications, terms & conditions as may be directed by the Registrar of Companies and to modify the same accordingly as are necessary or expedient in this regard.”

**2. AMENDMENT TO MAIN OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, the consent of the members of the Company be and are hereby accorded to change the main object of the company in place of existing object clause of the company being amended and replaced to read as under:

**“III. A of the Objects clause of the Memorandum of Association of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION: -**

1. To carry on the business of buying, purchasing or otherwise acquire any immovable or movable property of all kinds and description and right, title and interest therein and to carry on the business of renting, letting or other similar arrangements of immovable and moveable properties including but not limited to equipment of all kinds and description, building equipment, construction equipment and houses, building, market, shops, industrial sheds, plots, flats, vehicles, plants, machineries, ships, aircrafts, vessels, apparatuses, computers and any other assets.
2. To carry on business of contractors, Builders, Town planners, Infrastructure developers, Estate developers and Engineers land developers, Land Scapers, estate agents, immovable property dealers and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve, property of the Company or any other Immovable property in India or abroad.

3. To erect, construct, build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad- on any land or immovable property of the Company or upon any other land or immovable property in any capacity and conveniences of all ,kinds, including turnkey jobs, railway, tramway speedway, runways. roads aerodromes, sewage, theatres, cinema halls, piers, wharvers, Dams, barrages, reservoirs, embankments, canals , irrigations, power houses, transmission lines, reclamation, improvement sewage, drainage, sanitary works, for building hotels, houses, markets, private public and all kind of Conveniences and to carry out business of builders and civil engineers, estimators and designers thereof.
4. To promote, buy, acquire, sell, lease exchange, hire, give on relit, to let, mortgage or otherwise dispose of the lands, industrial Complexes, houses buildings, farm houses, agricultural lands, and other immovable property of the Company or other immovable property including any share or shares, interest or interests therein and to transact on commission or otherwise business of real estates agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Paresbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru Chief, Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**3. ALTERATION OF THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A):**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“ the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, the approval of the Members of the Company be and are hereby accorded to substitute the entire Clause

III (B) of the Memorandum of Association of the Company by the following clause(s) respectively-

1. To invest surplus moneys of the Company not immediately required, in immoveable properties, shares, stock, bonds, debentures, obligations or other securities or in current or deposit account/s with Banks and to hold, sell or otherwise deal with such investments.
2. Subjects to the provisions of the Act, to distribute among the members, in specie, any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up of the Company.
3. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letter of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keepers certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company.
4. To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for pursuance of any of the objects or purposes of the Company.
5. To establish and maintain agencies, branches or appoint representatives, agents, canvassers, selling and buying agents in India or abroad for sale, purchase, exchange, hire, distribution or for any one or more of the objects of the Company and to regularize and or discontinue the same.
6. To acquire for purchase or on lease or assignment or under any other arrangement or understandings upon payment of consideration by way of outright payment or by rent, royalty or otherwise forever or for certain period the Trade name, Trade mark, Goodwill or any other rights of and from any other concern or concerns in carrying on the business or dealing in the products, goods and commodities for which Company is authorised.
7. To acquire and take over as a going concern by purchase of or lease or hire, hire purchase and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to undertake to carry on the whole or any part of the business together with the goodwill. Trade name, trade mark, property rights and liabilities of any person or persons, firms or any company carrying on any business or any part thereof within the objects of the Company or which the Company is authorised to carry on.
8. To pay all preliminary expenses of any Company promoted by the Company in which this Company is or may contemplate being interested and preliminary

expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.

9. To apply for tender, purchase or acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
10. To dedicate, present or dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museums, Corporations or authority or any trustees for or on behalf of any of the same or on behalf of the public.
11. To acquire by purchase or erect, build, construct, alter, maintain, enlarge and to work, manage any buildings, offices, factories, shops, warehouses, depots, showrooms, refreshment rooms and other works and conveniences and to construct or contribute to the conveniences and to construct or contribute to the construction of houses, dwellings or quarters for the employees of the Company and to join with any other person or Company which may seem necessary and convenient for the purpose of the business of the Company.
12. To appoint Attorneys for and on behalf of the Company and to execute the necessary power to the said attorneys to act for and in the same and on behalf of the Company and to revoke all or any such powers and appointments as may be deemed expedient.
13. To advance money to persons, firms, trusts, institutions, companies or anybody on such terms and conditions as may be deemed expedient and to draw, make accept, endorse, execute, warrant, discount, buy, sell and deal in bills, notes, coupons, debentures, money market instruments, cheques and other negotiable or transferable securities and instruments and not to carry on the business of Banking with the meaning of Banking Regulation Act, 1949.
14. To enter into Partnership or into agreement for sharing profits, union of interest, co-operation, collaboration, joint venture, reciprocal concession, amalgamation or otherwise with any person, firm or company carrying on or engaged in any business or transaction which the Company is authorised to carry on.
15. To enter into any agreements, arrangements, contracts, with the Government or authorities, supreme, municipal, local railways and otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges, orders, concessions, licenses or permits which the Company may think desirable to obtain and to carry out exercise and comply with any such arrangement, right, privilege and concessions.
16. To sell, and in any other manner deal with or dispose of the undertaking of the Company or any properties or assets thereof (movable or immovable) for such consideration and generally upon such terms and conditions as the Company may think fit and in particular for shares, stocks, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.
17. To indemnify directors, agents and servants of the Company against proceedings, costs, damages in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss damage or misfortunes, whatever which shall happen in execution of the duties of their office or in relation thereof.
18. To aid pecuniary or any association, body or movement having for an object, the solution, settlement or surmounting or industrial and Labour problems, disputes or troubles or the promotion of industry, science, education, knowledge, art of trade.
19. To purchase or acquire the whole or any part of the business property, undertakings, along with or without liabilities of any other Company, association, corporation, firm or individual carrying on wholly or in part any business which this Company is authorised to carry on.
20. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as the Company may deem expedient.
21. To advertise and adopt means of making known the business activities and products of the Company, in any way as may be expedient including posting of bills, issue of circulars, books, pamphlets, price lists, conducting competitions and giving prizes, rewards, donations.
22. To establish or support or aid in establishment or support of association, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions, allowances and to subscribe or guaranteed money for charitable or benevolent objects or any exhibition or for any public, general or useful objects.
23. To establish, maintain or procure the establishment and maintenance of any contributory of or to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment of service of the Company, or of any time Directors, Officers or employees of the Company or and the wives, widows, families and dependents to any such person, and also establish and subsidies to any institutions, associations, clubs or funds, calculated to be for the benefit of and to advance the interest and well being of the Company or

and make payments to or towards the insurance of any such persons as aforesaid.

24. To create any reserve fund, sinking fund, insurances fund or any other special fund whether depreciation or the repairing, improving, extending or maintaining any of the property of the Company or for purpose conducive to the interest of the Company.
25. To apply for purchase, or acquire any patents, brevetted inventions, licenses, concessions and the like conferring any exclusive or nonexclusive or limited right to use, or any secret or other information which may seem capable of being used for any of the purpose of the Company, and to use, exercise, develop or grant licenses in respect or otherwise in turn to amount the property, right or information so acquired.
26. To send any members, directors, officers or apprentices for studying, working and/or training in any technical institution and/or laboratories or factories in foreign countries and meet the expenses thereof from the funds of the Company.
27. To promote any other Company or Companies having similar objects or firms for the purposes of carrying on any of the above objects of the company.
28. To apply for and obtain any order or Act or Legislature or other authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications for the Company's constitution or for any purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly or prejudice the Company's interest.
29. To appreciate any part or parts of the property of the Company and to build or let shops, offices and other places of business and to use or use any part of property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently let or utilized on taken advantage of.
30. To sublet contracts from time to time and upon such terms and conditions as may be thought expedient.
31. To purchase, take on lease or tenancy or in exchange, hire, renew or otherwise acquire and hold any estate or interest and to let or sub-let in whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plans, stock-in-trade, business concerns, options, contracts, claims, chooses-in-action and any real and personal property of any kind necessary or convenient for the business of the Company and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.
32. To register, apply for, obtain, purchase or acquire, project, prolong and renew any shares, debentures or securities of any other Company having objects altogether or in part similar.

33. To register, apply for, obtain, purchase or acquire, project, prolong and renew any patents, patent rights, brevets, invention processes, trademarks, trade Secrets, scientific or other assistance, manufacturing processes, know-how and other information, designs, patterns, copyrights, trademarks, licenses, concessions, and the like, the benefit of the right of use thereof which may seem capable of voting used for or in connection with any of the purposes of the Company and to use, exercise, or develop the same and manufacture, undertake or grant licenses in respect thereof or sell or otherwise deal with the same and to improve, manage, develop, grant, right or land sites.

34. To act as indenters, Commission Agents for Importers, Exporters, local and Inland Traders and for Export, Import, Local and Inland Trading of all products manufactured by the Company.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**4. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 5 CRORE TO RS. 15 CRORE:**

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 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) and the rules made there under, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five crore only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- each ranking Pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance

officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**5. ALTERATION OF SHARE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/ guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the Members of the Company be and is hereby accorded to alter share capital clause of the Memorandum of Association. Clause V of the Memorandum of Association of the Company be deleted and the following be substituted thereof:

“V The Authorised share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of Rs. 10/- each.

- (a) Any shares of the original or increased capital may from time to time be issued with such terms and conditions restrictions and guarantee or any rights of preference whether in respect of dividend or repayment of PREFERENCE WHETHER or both or any other special privilege or advantage over any shares previously issued or then about to be issued or with deferred or qualified rights and compared with any shares previously issued or subject to any provisions or conditions and with any special rights or limited rights or without any right or voting and generally on such terms as the Company may from time to time determine subject to provisions of the Companies Act, 2013.
- (b) The rights of the holders of any class of shares, for the time being forming part of capital of the company, may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three fourth of the issued of class or with the sanction of special resolution passed at separate meeting of the holding of those shares.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things

as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**6. APPOINTMENT OF MR. GHANSHYAMBHAI NANJIBHAI PATEL (DIN: 06647250) AS THE MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) and pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ghanshyambhai Nanjibhai Patel (DIN: 06647250), who was appointed as an Additional Director of the Company w.e.f. 10<sup>th</sup> February, 2022, pursuant to the provisions of Section 161 and as per Articles of Association of the Company to act as a Director of the Company and who holds office upto the date of upcoming AGM, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) consent of the members of the company be and are hereby accorded to appoint Mr. Ghanshyambhai Nanjibhai Patel (DIN: 06647250) as a Managing Director of the Company, who shall not liable to retire by rotation, for a period of 5 (five) years with effective from 25<sup>th</sup> April, 2022 till 24<sup>th</sup> April, 2027 upon such terms and conditions as set out in this resolution and the Explanatory Statement annexed to this Notice and which have been approved and recommended by the NRC and Board, with the liberty and power to the Board (which term shall include its duly constituted Committee(s) to exercise its powers including the powers conferred by this resolution) to vary and alter the terms and conditions of the said appointment as it may deem fit.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy in profits in any financial year during the currency of tenure of Managing Director, the Company will pay Mr. Ghanshyambhai Nanjibhai Patel, remuneration and perquisites referred above as minimum remuneration subject to Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**7. APPOINTMENT OF MR. PARESHBHAI NANJIBHAI PATEL (DIN: 07257928) AS THE WHOLE TIME DIRECTOR OF THE COMPANY:**

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

**RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) and pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pareshbhai Nanjibhai Patel (DIN: 07257928), who was appointed as an Additional Director of the Company w.e.f. 10<sup>th</sup> February, 2022, pursuant to Section 161 and as per Articles of Association of the Company to act as a Director of the Company and who holds office upto the date of upcoming AGM, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members of the company be and is hereby accorded to appoint Mr. Pareshbhai Nanjibhai Patel (DIN: 07257928) as a Wholetime Director of the Company, for a period of 5 (five) years with effective from 25<sup>th</sup> April, 2022 till 24<sup>th</sup> April, 2027 upon such terms and conditions as set out in this resolution and the Explanatory Statement annexed to this Notice and which have been approved and recommended by the NRC and Board, with the liberty and power to the Board (which term shall include its duly constituted Committee(s) to exercise its powers including the powers conferred by this resolution) to vary and alter the terms and conditions of the said appointment as it may deem fit.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy in profits in any financial year during the tenure of Whole-time Director, the Company will pay Mr. Pareshbhai Nanjibhai Patel, remuneration and perquisites referred above as minimum remuneration subject to provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**8. APPOINTMENT OF MR. SACHIN SHIVAJI WAGH (DIN-01056774) AS AN INDEPENDENT DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”), Mr. Sachin Shivaji Wagh (DIN-01056774) who was appointed as an Additional Director of the Company w.e.f. 10<sup>th</sup> February, 2022 by the Board and who holds office upto the date of the upcoming general meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying his intention to propose the name of Mr. Sachin Shivaji Wagh (DIN-01056774) as a candidate for the office of director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the NRC and the Board and subject to the provisions of the Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“SEBI Listing Regulations”)(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sachin Shivaji Wagh, who has submitted a declaration of independence under section 149(6) of the Act and is eligible for appointment, approval of the Members of the Company be and is hereby accorded for the appointment as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from 10<sup>th</sup> February, 2022 upto and inclusive 09<sup>th</sup> February, 2027.

**RESOLVED FURTHER THAT** Mr. Sachin Shivaji Wagh, shall not be liable to retire by rotation during his tenure as a Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**9. APPOINTMENT OF MRS. KINJAL BHAVIN GANDHI (DIN-09376071) AS AN INDEPENDENT DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”), Mrs. Kinjal Bhavin Gandhi (DIN-09376071) who was appointed as an Additional Director of the Company w.e.f. 10<sup>th</sup> February, 2022 by the Board and who holds office upto the date of the upcoming general meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying his intention to propose the name of Mrs. Kinjal Bhavin Gandhi (DIN-09376071) as a candidate for the office of director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the NRC and the Board and subject to the provisions of the Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Kinjal Bhavin Gandhi, who has submitted a declaration of independence under section 149(6) of the Act and is eligible for appointment, approval of the Members of the Company be and is hereby accorded for the appointment as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from 10<sup>th</sup> February, 2022 upto and inclusive 09<sup>th</sup> February, 2027.

**RESOLVED FURTHER THAT** Mrs. Kinjal Bhavin Gandhi, shall not be liable to retire by rotation during his tenure as a Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**10. APPOINTMENT OF MR. PARTH SHASHIKANT KAKADIYA (DIN 09545820) AS A NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR OF THE 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and rules made thereunder and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Parth Shashikant Kakadiya (DIN 09545820) who was appointed as an Additional Director by the Board on 30<sup>th</sup> March, 2022 and who holds office upto the date of the upcoming Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**11. RE-ADOPTION NEW SET OF ARTICLES OF ASSOCIATION IN PLACE OF EXISTING ARTICLES:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of members be and is hereby accorded for alteration of the Articles of Association (AOA) of the Company by the re-adoption of the amended AOA, in substitution and supersession of the existing AOA.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**12. LOANS, INVESTMENTS, GUARANTEE OR SECURITY U/S 185 OF COMPANIES ACT, 2013:**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the



Company (here in after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**13. MAKING INVESTMENTS /EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE U/S 186 OF THE COMPANIES ACT,2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), if any consent of the shareholders of the Company be and is hereby accorded to

- (a) give any loan to any person(s) or other body corporate(s) ;
- (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and
- (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate;

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 crores (One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**14. AUTHORISATION UNDER SECTION 180 OF THE COMPANIES, ACT, 2013:**

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

“**RESOLVED THAT** pursuant to Section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 as may be applicable (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the consent of the shareholders of the company be and is hereby accorded for borrowing any sum or sums of monies from time to time for the purpose of the Company’s business on such terms and conditions and with or without security from any bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, of India or otherwise from the foreign parties/entities subject to the provisions of the FDI and/or FEMA, as may be considered appropriate and suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free-reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.100 Crores (Rupees One Hundred Crores Only) each, over and above the paid up capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** pursuant to Section 180(1) (a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to

time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.100 Crore (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**15. ISSUE, OFFER & ALLOT 1,00,00,013 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 62(1)(c), 42, 179 and other applicable provisions, if any, of the Companies Act 2013, read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the Rule 14 of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, and all other applicable provisions, if any, as amended from time to time (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018, as amended from time to time (the “ICDR

regulations”) and Securities and Exchange Board of India (Substantial acquisitions and takeovers) Regulations, 2011, as amended from time to time (the “Takeover regulations”) and Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI) and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and 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 exiting committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the company be and is hereby accorded to the Board to issue, and allot 1,00,00,013 convertible warrants, on preferential basis convertible into 1,00,00,013 equity shares, (one equity share for one warrant issued) of the company of face value of Rs. 10/- each at the price of Rs. 25/- each (including premium of Rs. 15/-) to below mentioned proposed allottee(s), in such manner that as the Board may think fit in its absolute discretion.

**List of Proposed Allottee(s):**

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted
Mr. Ghanshyambhai Nanjibhai Patel	C-3503/3504, 35th Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road, Mumbai 400007	Promoter	30,44,470
Mr. Pareshbhai Nanjibhai Patel	40, Happy Home Society Yogi Smurti, Jay Sawant Road, Plot No. 40 Dahisar (West), Mumbai 400068	Promoter	30,36,043
Mr. Noel Alex Ferrao	B-10, Aryan, Near St. Kabir School, Opp Madhuram Flat, Naranpura, Ahmedabad 380013	Non-Promoter	57,000
Mrs. Bridget Noel Ferrao	B-10, Aryan, Near St. Kabir School, Opp Madhuram Flat, Naranpura, Ahmedabad 380013	Non-Promoter	50,000
Ms. Rose Rudolph Dsouza	H/25, 9 <sup>th</sup> Floor, Hyderabad Estate, Napean Sea Road, Malabar Hill, Mumbai 400006	Non-Promoter	75,000
Mrs. Roma Rudolph Dsouza	H/25, 9 <sup>th</sup> Floor, Hyderabad Estate, Napean Sea Road, Malabar Hill, Mumbai 400006	Non-Promoter	75,000

Mr. Rahul Rudolph Dsouza	H/25, 9 <sup>th</sup> Floor, Hyderabad Estate, Napean Sea Road, Malabar Hill, Mumbai 400006	Non-Promoter	75,000
Mr. Manan Jitendra Kumar Ranka	B-503, Grace Building, Vasant Marvel, Near Mage Thane Telephone Exchange, Western Express Highway, Borivali East, Mumbai 400066	Non-Promoter	530,000
Mrs. Manjulata Jitendrakumar Ranka	B-503, Grace Building, Vasant Marvel, Near Mage Thane Telephone Exchange, Western Express Highway, Borivali East, Mumbai 400066	Non-Promoter	530,000
Mr. Jitendrakumar P Ranka	Bijalnagar, 125 Subji Mandi balaji Mandir ke pass ward no. 17, Bijainagar, Ajmer 305624	Non-Promoter	537,500
M/s. Jitendrakumar Ranka HUF	Flat No. B-503, Grace Building, Vasant Marvel, Western Express Highway, Borivali East, Mumbai 400066	Non-Promoter	530,000
Mrs. Sanju Kumari Ranka	125 Subji Mandi, Balaji Mandir ke pass, Ward No. 17, Bijainagar, Ajmer, Rajasthan, 305624	Non-Promoter	400,000
M/s. Rajendrakumar Ranka HUF	Flat No. B-503, Grace Building, Vasant Marvel, Western Express Highway, Borivali East, Mumbai 400066	Non-Promoter	260,000
Mr. Rajendrakumar Ranka	Bijalnagar, 125 Subji Mandi balaji Mandir ke pass ward no. 17, Bijainagar, Ajmer 305624	Non-Promoter	400,000
M/s. Pradeep Garg HUF	A1/507, Ostwal Ornate, Jesal Park, Jain Temple, Bhayander East, Thane 401105	Non-Promoter	125,000
Mrs. Sonali Pradeep Garg	A1/507, Ostwal Ornate, Jesal Park, Jain Temple, Bhayander East, Thane 401105	Non-Promoter	125,000
Mr. Om Prakash Malpani	B-1903, Hubtown Sunstone, Kalanagar Near MIG Cricket Club, Bandra East, Mumbai 400051	Non-Promoter	150,000
<b>Total</b>			<b>10,000,013</b>

**RESOLVED FURTHER THAT** the equity shares allotted on exercise of the Convertible warrants shall upon conversion rank pari passu with the existing shares of the company in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V and regulation 161, ICDR Regulations, the relevant date for the purpose of calculating the price for the issue of warrants is 11<sup>th</sup> May, 2022.

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the allottee(s) within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

1. The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into equity shares as afore said by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
2. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent

to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

3. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
4. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
5. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
6. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**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 and expedient for such purpose, 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 shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Convertible Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Equity Shares, 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** Mr. Ghanshyambhai Nanjibhai Patel or Mr. Pareshbhai Nanjibhai Patel, Directors, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Ms. Riddhi Dilip Sidhpura, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**By Order of the Board**

**Regd. Office**  
B/404 The Capital, G-Block,  
Bandra Kurla Complex, Behind  
ICICI Bank Bandra East  
Mumbai 400051

**Sd/-**  
**Riddhi Dilip Sidhpura**  
**Company Secretary &**  
**Compliance Officer**

**Date : 18<sup>th</sup> May, 2022**  
**Place : Mumbai**

## NOTES TO NOTICE

- I. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting (on or before 08<sup>th</sup> June, 2022, 3:00 p.m. IST). A Proxy form MGT-11 is sent herewith.
- II. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- III. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (herein after referred to as “the Act”, in respect of item 1 to item 15 is annexed hereto.
- IV. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Link IN Time India Private Limited.
- V. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the EGM.
- VI. Queries, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
- VII. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) on or before Friday, 03<sup>rd</sup> June, 2022.
- VIII. In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.
- IX. Members are requested to advise immediately about any change of address:
  - a) To their Depository Participants (DPs) in respect of their electronic share accounts.
  - b) To the Company’s Registrar & Share Transfer Agents Link In Time India Private Limited in respect of their physical share folios if, any.
- X. Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company’s Registrar and Share Transfer Agent.
- XI. As a measure of economy, Members are requested to bring their copy of Notice of Extra-Ordinary General Meeting (EOGM) Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting. **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**
- XII. The Notice of Extra Ordinary General Meeting of the Company circulated to the members of the Company will be made available on the Company’s website at [www.parshartiinvestment.com](http://www.parshartiinvestment.com).
- XIII. The Company or its Registrars and Transfer Agents, Link IN Time India Private Limited. (“Link In Time”) cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
- XIV. Electronic copy of the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participant(s) for communication purpose unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and proxy form is being sent in the permitted mode.
- XV. SEBI has notified that requests for effecting transfer of securities shall not be processed by listed entities unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various other benefits of dematerialization like easy liquidity, since trading is permitted in dematerialized form only, electronic transfer,

savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form.

XVI. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:

- a. In respect of electronic holdings with the Depository through their concerned Depository Participants.
- b. Members who hold shares in physical form are requested to register their e-mail ID with [parsharti\\_investment@rediffmail.com](mailto:parsharti_investment@rediffmail.com) quoting your name and folio number

XVII. Procedure for voting through electronic means:

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at EGM by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

The instructions for shareholders voting electronically are as under:

For Members, whose e-mail addresses are registered with the Company/ Depositories:

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Tuesday, 07<sup>th</sup> June, 2022 at 9.00 a.m. and ends on Thursday, 09<sup>th</sup> June, 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 03<sup>rd</sup> June, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/ Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Lactose (India) Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
1. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  2. M/s. Nishant Bajaj & Associates, Practicing Company Secretary (COP No.: 21538), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  3. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  4. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.parshartiinvestment.com](http://www.parshartiinvestment.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- In case of members receiving the physical copy:**
- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
  - (B) The voting period begins on Tuesday, 07<sup>th</sup> June, 2022 at 9.00 a.m. and ends on Thursday, 09<sup>th</sup> June, 2022 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date Friday, 03<sup>rd</sup> June, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENT

In conformity with the Provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the item of Special Business of the Notice and the same should be taken as forming part of the notice.

### Item No. 1, 2 & 3

The new management of the Company at its meeting held on 16<sup>th</sup> February, 2022 had suggested the name "Yogi Limited", subject to the availability of the name with Ministry of Corporate Affairs, Central Registration Center, under the provisions of the Companies Act, 2013 and also proposed to alter object of the company.

The Ministry of Corporate Affairs, Central Registration Centre vide its letter dated 14<sup>th</sup> April, 2022 had informed that "Yogi Limited" is available to be registered as new name for the Company. The Board approved the change of the name of the Company from "Parsharti Investment Limited" to "Yogi Limited" subject to all necessary and regulatory and Consequential change which is required to the name clause of the memorandum of association of the Company, which also requires the approval of the members by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013.

Pursuant to provision of Sections 4, 5, 13, 14 and 15 of the Act, change in name and consequent amendment in the Memorandum of Association and Articles of Association of the Company and all other related documents require approval of the shareholders of the Company by way of Special Resolution and subsequent approval of Ministry of Corporate Affairs.

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45 of the SEBI Listing Regulations and M/s. B.K.G & Associates, Chartered Accountants, (Firm Registration Number: 114852W) vide certificate dated 18<sup>th</sup> May, 2022 has confirmed the compliance with conditions stipulated under sub-regulation (1) of Regulation 45 of the SEBI Listing Regulations, which is enclosed herewith. The Certificate is also available on the Company's website of the company.

Your Directors propose to amend the main object clause and matters which are necessary for furtherance of the objects specified in clause III (A) of Memorandum of association of the Company and name of the Company has proposed at Item no. 1, 2 & 3 of the this notice and recommends the Special Resolution set out at Item no. 1, 2 & 3 of the Notice for the approval by the shareholders of the Company. In terms of Sections 13 of the Companies Act, 2013 and applicable rules therein, the consent of the Members by way of Special Resolution are required for the proposed amendments in the Memorandum of Association of the Company.

The drafts of the revised Memorandum of Association and Articles of Association of the Company reflecting the Company's new name and revised objects are available for inspection by the shareholders at the Registered Office of the Company

on any working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 5.00 p.m. upto the date of closing of e-voting.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

### **Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

#### **The Board of Directors**

#### **Parsharti Investment Limited**

B/404, The Capital, G-Block, Bandra Kurla

Complex Behind ICICI Bank, Bandra East, Mumbai 400051

### **Independent Auditor's Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. This certificate is issued in accordance with the terms of our engagement dated 25<sup>th</sup> April, 2022.

#### **2. a) Background**

Parsharti Investment Limited, a Company incorporated under the Companies Act, 1956 (CIN: L93000MH1992PLC069958) incorporated on 14<sup>th</sup> December, 1992, having its registered office at B/404, The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank, Bandra East, Mumbai-400051 (hereinafter referred to as the "Company") is primarily engaged in the business as an Investment Company and to invest stock, shares, units, bonds, debentures, debenture stock, obligation, mortgages or securities of any Government, State or Municipality or of any Company or Corporation and generally to subscribe for, secure and hold mill, exchange and deal in share, stocks, bonds, units, debentures debenture stock, obligations, mortgages or securities of any Government or Public authority. The company is proposing to change its main business activity to real estate and construction activities. The Company is listed on BSE Limited.

#### **b) Transaction**

An application was made by the Company to the Ministry of Corporate Affairs seeking availability of name for proposed change of name of the Company vide SRN T95307021 dated 13<sup>th</sup> April, 2022 and the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated 14<sup>th</sup> April, 2022 has intimated their no objection in the availability of the changed name Yogi Limited from the existing name of the Company Parsharti Investment Limited.

#### **c) Purpose of Issue of the Certificate**

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015 [hereinafter called 'the Listing Regulations) as amended upto date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the explanatory statement to the notice seeking shareholders' approval for change in name.

### Management's Responsibility

3. Ensuring the compliance of conditions of Listing Regulations is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation, presentation and compliance of conditions of the Listing Regulations.
4. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

5. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Regulation 45(1) of the Listing Regulations in the matter of proposed change of name of the Company.
6. We conducted our examination of compliance of Regulation 45(1) of the Listing Regulations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have also complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. Based on the procedures of certification performed by us and according to the information and explanations given to us, we are of the opinion that company had complied with the clauses specified in Regulation 45(1) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') for the purpose of change of name of the company.

### Restriction on Use

9. This Certificate has been issued at the specific request of the Company - which has appointed us for issuance of this report and exclusively pertains to the proposed Change of Name of the Company in so far as compliance of Regulation 45 of the Listing Regulations is concerned. This report is accordingly solely for the use by the said Company for including in the explanatory statement to the notice seeking

shareholders' approval for change in name. Our report should not be used for any other purpose or by any person other than the addressees of this report. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### FOR BKG & ASSOCIATES

#### Chartered Accountants

Firm's Reg. No.: 114852W

CA. B.K. Gupta

Partner

Membership No. : 040889

Place : Mumbai

### Item No. 4 & 5

The present Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five crore only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- each.

With the growing expansion of the Company's business, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking.

It is therefore considered advisable to increase the Authorized Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen crores only).

Thus, the Authorized Share Capital of the Company would be Rs. 15,00,00,000/- (Rupees Fifteen crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The proposed increase in the Authorized Share Capital will require subsequent alteration in Clause V of Memorandum of Association of the Company pursuant to the provisions of Section 13 of the Companies Act, 2013 respectively.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

The Directors, therefore, recommend the passing of the Ordinary resolution at item No. 4 and Special resolution at item No. 5 of the accompanying notice.

The drafts of the revised Memorandum of Association of the Company reflecting the Company's revised share capital clause is available for inspection by the shareholders at the Registered Office of the Company on any working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 5.00 p.m. upto the date of closing of e-voting.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

**Item no.6**

The Members may note that the tenure of appointment of Mr. Ghanshyambhai Nanjibhai Patel, Managing Director is of 5 (five) years, (i.e. effective from 25<sup>th</sup> April, 2022 till 24<sup>th</sup> April, 2027) for which approval of the shareholders is being sought. The Members may note that the Company has received a letter of consent from Mr. Ghanshyambhai Nanjibhai Patel signifying his willingness to be appointed as Managing Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law.

The Statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under-

1	Nature of Industry	:	Presently, the company is engaged in the business to act as advisers and/or consultants on all matters relating to finance, investment, administration, management system of accounts, internal audit control system, taxation, etc. The proposed main object of the company is related to real estate and construction activities.
2	Date of Commencement of Activities	:	NA, since the Company has already commenced its business activities.
3	Foreign Earnings, Investments or Collaborations	:	Nil
4	Financial performance based on given indicators	:	Financial performance of the Company for the last 3 years are as under

Particulars	FY 20-21	FY 19-20	FY 18-19
Operational and other Income	12,81,596	19,75,879	51,81,936
Expenditure	6,94,512	45,48,909	45,63,150
Profit/(Loss) before Tax	5,87,084	(25,73,030)	6,18,786
Current Tax	91,882	-	78,766
Deferred Tax Liability / Assets	34,819	(7,04,765)	7,90,482
MAT credit entitlement	(91,882)	(6,08,226)	-
Profit/(Loss) after Tax	5,52,265	(12,60,039)	13,30,502

**Information about the appointee:**

1	Background details	:	Mr. Ghanshyambhai Nanjibhai Patel is an undergraduate and has completed his schooling from Gujarat. He is a businessman, having an experience of more than 25 (Twenty-Five) years in the diamond industry and real estate sector.
2	Past Remuneration	:	NA
3	Job Profile and his Suitability	:	Mr. Ghanshyambhai Nanjibhai Patel has experience of more than 25 years in real estate sector and he is suitable for the position.
4	Remuneration proposed	:	Rs. 12 Lakh per annum
5	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	:	Compared to the remuneration profile of persons with respect to this industry and size, Mr. Ghanshyambhai Nanjibhai Patel is entitled to the proposed remuneration.
6	Pecuniary relationship directly or indirectly with company, or relation with the managerial personnel, if any	:	Except being a part of the Promoter Group, holding *9,75,530 shares (29.06% of the total shareholding) and receiving remuneration, he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.
7	Recognition or awards	:	Nil

\*The shareholding specified is as on 31<sup>st</sup> March, 2022

## Other information

1	Reasons for inadequate profits	:	NA
2	Steps taken or proposed to be taken for improvement	:	NA
3	Expected increase in productivity and profits in measurable terms	:	NA

Except Mr. Ghanshyambhai Nanjibhai Patel and his relatives are interested in the aforesaid resolution, None of the other Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

### Item no.7

The Members may note that the tenure of appointment of Mr. Pareshbhai Nanjibhai Patel, Whole-time Director is of 5 (five) years, (i.e. effective from 25<sup>th</sup> April, 2022 till 24<sup>th</sup> April, 2027) for which approval of the shareholders is being sought. The Members may note that the Company has received a letter of consent from Mr. Pareshbhai Nanjibhai Patel signifying his willingness to be appointed as Whole-time Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law.

The Statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under-

1	Nature of Industry	:	Presently, the company is engaged in the business to act as advisers and/or consultants on all matters relating to finance, investment, administration, management system of accounts, internal audit control system, taxation, etc. The proposed main object of the company is related to real estate and construction activities
2	Date of Commencement of Activities	:	NA, since the Company has already commenced its business activities.
3	Foreign Earnings, Investments or Collaborations	:	Nil
4	Financial performance based on given indicators	:	Financial performance of the Company for the last 3 years are as under

Particulars	FY 20-21	FY 19-20	FY 18-19
Operational and other Income	12,81,596	19,75,879	51,81,936
Expenditure	6,94,512	45,48,909	45,63,150
Profit/(Loss) before Tax	5,87,084	(25,73,030)	6,18,786
Provision for Current Tax	91,882	-	78,766
Deferred Tax Liability / Assets	34,819	(7,04,765)	7,90,482
Taxation of earlier years	(91,882)	(6,08,226)	-
Profit/(Loss) after Tax	5,52,265	(12,60,039)	13,30,502

### Information about the appointee:

1	Background details	:	Mr. Pareshbhai Nanjibhai Patel is an undergraduate and has completed his schooling from Gujarat. He is a businessman, having an experience of more than 26 (Twenty-Six) years in the diamond industry and real estate sector.
2	Past Remuneration	:	NA
3	Job Profile and his Suitability	:	Mr. Pareshbhai Nanjibhai Patel has experience of more than 26 years in real estate sector and he is suitable for the position.
4	Remuneration proposed	:	Rs. 12 Lakh per annum
5	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	:	Compared to the remuneration profile of persons with respect to this industry and size, Mr. Pareshbhai Nanjibhai Patel is entitled to the proposed remuneration.
6	Pecuniary relationship directly or indirectly with company, or relation with the managerial personnel, if any	:	Except being a part of the Promoter Group, holding * 9,83,957 shares (29.31% of the total shareholding) and receiving remuneration, he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.
7	Recognition or awards	:	Nil

\*The shareholding specified is as on 31<sup>st</sup> March, 2022

## Other information

1	Reasons for inadequate profits	:	NA
2	Steps taken or proposed to be taken for improvement	:	NA
3	Expected increase in productivity and profits in measurable terms	:	NA

Except Mr. Pareshbhai Nanjibhai Patel and his relatives are interested in the aforesaid resolution, None of the other Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

### Item no.8 & 9

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Sachin Shivaji Wagh (DIN-01056774) and Mrs. Kinjal Bhavin Gandhi (DIN-09376071) as an Additional Non-Executive Independent Director with effect from 10<sup>th</sup> February, 2022, subject to the approval of the members. In terms of the provisions of Section 161 of the Act, Mr. Sachin Shivaji Wagh (DIN-01056774) and Mrs. Kinjal Bhavin Gandhi (DIN-09376071) holds the office till the date of upcoming Annual General Meeting and is eligible for appointment as a Director. Pursuant to Section 160 of the Act, the Company has received notice, proposing candidature of Mr. Sachin Shivaji Wagh (DIN-01056774) and Mrs. Kinjal Bhavin Gandhi (DIN-09376071) for the office of Director of the Company.

Mr. Sachin Shivaji Wagh and Mrs. Kinjal Bhavin Gandhi, pursuant to Section 152 of the Companies Act, 2013 (the 'Act'), has given their consent to act as a Non-Executive Independent Director of the Company. Declaration has also been received from Mr. Sachin Shivaji Wagh and Mrs. Kinjal Bhavin Gandhi that they meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

The Company has also received the declaration from Mr. Sachin Shivaji Wagh (DIN-01056774) and Mrs. Kinjal Bhavin Gandhi (DIN-09376071) stating that they meets the criteria of independence as per Section 149(6) of the Act. The detailed profile of Mr. Sachin Shivaji Wagh (DIN-01056774) and Mrs. Kinjal Bhavin Gandhi (DIN-09376071) is attached as Annexure to Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In the opinion of the Board, Mr. Sachin Shivaji Wagh and Mrs. Kinjal Bhavin Gandhi fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Non-Executive Independent Director and is Independent of the Management.

The Board of Directors recommend the Special Resolution in relation to the appointment of Mr. Sachin Shivaji Wagh and

Mrs. Kinjal Bhavin Gandhi as a Non-Executive Independent Director of the Company for a period of five (5) years who shall hold office till 09<sup>th</sup> February, 2027.

Except Mr. Sachin Shivaji Wagh and Mrs. Kinjal Bhavin Gandhi, None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

### Item no.10

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> March, 2022, based on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Parth Shashikant Kakadiya (DIN 09545820) as an Additional Director (Non-Executive, Non-Independent) of the Company. In terms of the provisions of Section 161 of the Act, Mr. Parth Shashikant Kakadiya holds the office till the date of upcoming Annual General Meeting and is eligible for appointment as a Director, liable to retire by rotation. Pursuant to Section 160 of the Act, the Company has received notice, proposing candidature of Mr. Parth Shashikant Kakadiya for the office of Director of the Company.

Mr. Parth Shashikant Kakadiya is not disqualified from being appointed as a Non-Executive & Non-Independent Director in terms of Section 164 of the Act nor has been debarred from holding the office of a Director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such Authority and has consented to act as a Director of the Company.

Relevant details relating to the appointment of Mr. Parth Shashikant Kakadiya as required pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meeting, are provided in the Annexure to the Notice.

The Board of Directors recommends an Ordinary Resolution set out at Item No. 10 of the accompanying Notice for the approval of the Members.

Except Mr. Parth Shashikant Kakadiya, None of Directors / Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

### Item no.11

The Board of Directors in their meeting held on 25<sup>th</sup> April, 2022, recommended for an alteration in the existing Article of Association and re-adoption in supersession of the existing AOA. Consent of the Members by way of a Special Resolution is required for such re-adoption of new AOA in terms of the provisions of Section 14 of the Companies Act, 2013.

The drafts of the revised Articles of Association of the Company is available for inspection by the shareholders at the Registered Office of the Company on any working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 5.00 p.m. upto the date of closing of e-voting.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

**Item no.12**

The Company is expected to render support for the business requirements to other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security. In the light of amendments notified effective 07<sup>th</sup> May, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities. Hence, in order to enable the company to advance loan to Managing Director/Whole Time Director/Subsidiaries/Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

**Item no.13**

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

**Item no.14**

It is proposed to seek the approval of members by passing special resolutions pursuant to provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to borrow the money in excess of aggregate of paid up share Capital and free reserves, upto a limit of Rs. 100 Crores apart from temporary loans obtained from the Company's bankers in ordinary course of business in terms of provisions of Section 180(1)(c) of the Companies Act, 2013 and to create charge(s) on assets of the Company in favour of lenders to secure the repayment of such borrowings, pursuant to Section 180(1)(a) of the Companies Act, 2013. The Board recommends the resolutions at item No. 14 for the approval of members of the Company by way of Special resolution.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

**Item no.15**

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the "Act") and other applicable provisions, if any, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of the Members of the Company by way of special resolution is required for issue & allotment of Convertible Warrants on preferential basis to proposed allottee(s) belonging to promoter and non-promoter group.

The Company is in the process of improving market share and enhancing shareholders' value, implementation of these would require infusion of additional funds in the Company. Further to strengthen the financial position, to meet working capital requirements & to augment the financial resources of the Company the management has proposed the preferential issue of convertible warrants. The Company has accordingly proposed the preferential issue of its securities and as a reflection of the confidence that the promoters have in the future of the Company, the proposed allottee(s) belonging to promoter and non-promoter group have agreed to subscribe to and infuse further capital to strengthen its financial position and net worth.

To meet the funding requirements, the Company proposes to issue 1,00,00,013 Convertible Warrants on a preferential basis Convertible into equivalent number of equity shares of the Company of Face value of Rs. 10/- each (hereinafter referred to as "Warrants") at anytime within a period of 18 months from the date of allotment at an exercise price of Rs. 25/- (including a premium of Rs. 15/- ) per equity share ("Exercise Price" or such adjusted numbers for any bonus, stock splits or consolidation,

reduction or other reorganization of the capital structure of the company) the proposed allottee(s) belonging to promoter's and non-promoter group of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

The convertible price of the Warrants is not lower than the price computed in accordance with Regulation 164 of the Securities and Exchange Board of India (Issuance of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

**Necessary information or details as required in respect of the proposed issue of Convertible Warrants in terms of applicable provisions of the Act read with related Rules thereto and SEBI (ICDR) Regulations are as under:**

**a) The Object of the preferential issue of Warrants**

**Convertible:** Your Company is in the process of improving market share and enhancing shareholders' value, implementation of these would require infusion of additional funds in the Company. Further to strengthen the financial position, to meet working capital requirements & to augment the financial resources of the Company the management has proposed the preferential issue of convertible warrants.

**b) Maximum Number of securities to be issued:**

The Company proposes to issue upto 1,00,00,013 Convertible warrants of face value of Rs. 10/- each at a price of Rs 25/- including a premium of Rs. 15/- per Warrant aggregating to Rs. 25,00,00,325/-

**c) The price or price band at/within which the allotment is proposed:**

The proposed issue will be made at Rs. 25/- inclusive of face value of Rs. 10/- each and a Premium of Rs. 15/- per Warrant aggregating to Rs. 25,00,00,325/- (Rupees Twenty Five Crore Three Hundred and Twenty Five Only) to proposed allottee(s).

**d) Basis on which the price has been arrived:**

The equity shares of Company are listed on BSE Limited and are frequently traded in accordance with SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Convertible Warrants shall be allotted shall not be less than higher of the following:

1. Higher of price determined under Regulation 164 (1) SEBI (ICDR) Regulations as below-
  - a. 90 trading days volume weighted average price of the Equity shares of the company quoted on the BSE Limited, preceding the relevant Date; or
  - b. 10 trading days volume weighted average price of the Equity shares of the company quoted on the BSE Limited, preceding the relevant Date;

OR

2. Floor price determined under Regulation 166(A) of SEBI (ICDR) Regulations issued by Independent registered valuer

Further, proposed preferential issue results in allotment of more than five percent of the post issue fully diluted share capital of the company, to an allottee or to allottee(s) acting in concert, the valuation report from Mr. Saket Kumar Jain, Independent registered valuer is obtained for determining the price and same is available on the website of the company [www.parshartiinvestment.com](http://www.parshartiinvestment.com).

The Floor price of the Convertible Warrants to be allotted on preferential basis is Rs. 25/- per Warrant convertible into equivalent number of Equity Share of face value of Rs. 10/- each, which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations as mentioned above.

**e) Name and address of valuer who performed valuation:**

The Valuation was performed by Mr. Saket Kumar Jain, a Registered Valuer (Reg. No. IBBI/RV/02/2020/13002) having his office at 303, B wing, Satellite Tower, Film City Road, Goregaon East, Mumbai 400063.

**f) Relevant date with reference to which the price has been arrived at:** The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible Warrants is 11<sup>th</sup> May, 2022 being 30 days prior to the date of the Extra Ordinary General Meeting i.e. 10<sup>th</sup> June, 2022.

**g) The class or classes of persons to whom allotment is proposed to be made:**

Name & Address of the Proposed Allottee(s)	Permanent Account No.	Class or classes of persons	Number of Convertible Warrants to be allotted
Mr. Ghanshyambhai Nanjibhai Patel	ACMPP9719K	Promoter	30,44,470
Mr. Pareshbhai Nanjibhai Patel	ACMPP9720G	Promoter	30,36,043
Mr. Noel Alex Ferrao	AAAPF9208K	Non-Promoter	57,000
Mr. Bridget Noel Ferrao	ACCPD0113F	Non-Promoter	50,000
Ms. Rose Rudolph Dsouza	CFWPD5224A	Non-Promoter	75,000
Mrs. Roma Rudolph Dsouza	AFBPD2248H	Non-Promoter	75,000
Mr. Rahul Rudolph Dsouza	CFXPD1666P	Non-Promoter	75,000
Mr. Manan Jitendra Kumar Ranka	DPIPR7707K	Non-Promoter	530,000
Mrs. Manjulata Jitendrakumar Ranka	ACAPJ2811L	Non-Promoter	530,000

Mr. Jitendrakumar P Ranka	ABHPJ0571F	Non-Promoter	537,500
M/s. Jitendrakumar Ranka HUF	AACHJ5570Q	Non-Promoter	530,000
Mrs. Sanju Kumari Ranka	AGLPR3160R	Non-Promoter	400,000
M/s. Rajendrakumar Ranka HUF	AAKHR0785D	Non-Promoter	260,000
Mr. Rajendrakumar Ranka	ACRPR7932F	Non-Promoter	400,000
M/s. Pradeep Garg HUF	AAHHP7052G	Non-Promoter	125,000
Mrs. Sonali Pradeep Garg	AFQPG1663L	Non-Promoter	125,000
Mr. Om Prakash Malpani	AAWPM8526H	Non-Promoter	150,000
<b>Total</b>			<b>1,00,00,013</b>

- h) **Intention/Proposal of promoters, directors or key managerial personnel to subscribe to the offer:** Mr. Ghanshyambhai Nanjibhai Patel and Mr. Pareshbhai Nanjibhai Patel, Directors and Promoters of the company intends to participate/subscribe to the proposed issue. Apart from above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue.
- i) **The proposed time frame within which the allotment shall be completed:** The Warrants are proposed to be allotted within 15 days of the passing of the Special Resolution in the Extra Ordinary General Meeting. Provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.
- j) **The names of the proposed allottee(s) and the percentage of post preferential offer warrants that may be held by them:**

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Mr. Ghanshyambhai Nanjibhai Patel	9,75,530	29.06	3,044,470	4,020,000	30.10
Mr. Pareshbhai Nanjibhai Patel	9,83,957	29.31	3,036,043	4,020,000	30.10
Mr. Noel Alex Ferrao	-	-	57,000	57,000	0.43
Mrs. Bridget Noel Ferrao	-	-	50,000	50,000	0.37
Ms. Rose Rudolph Dsouza	-	-	75,000	75,000	0.56
Mrs. Roma Rudolph Dsouza	-	-	75,000	75,000	0.56
Mr. Rahul Rudolph Dsouza	-	-	75,000	75,000	0.56
Mr. Manan Jitendra Kumar Ranka	-	-	530,000	530,000	3.97
Mrs. Manjulata Jitendrakumar Ranka	-	-	530,000	530,000	3.97
Mr. Jitendrakumar P Ranka	-	-	537,500	537,500	4.02
M/s. Jitendrakumar Ranka HUF	-	-	530,000	530,000	3.97
Mrs. Sanju Kumari Ranka	-	-	400,000	400,000	2.99
M/s. Rajendrakumar Ranka HUF	-	-	260,000	260,000	1.95
Mr. Rajendrakumar Ranka	-	-	400,000	400,000	2.99
M/s. Pradeep Garg HUF	-	-	125,000	125,000	0.94
Mrs. Sonali Pradeep Garg	-	-	125,000	125,000	0.94
Mr. Om Prakash Malpani	-	-	150,000	150,000	1.12

- k) **The change in control, if any, in the Company that would occur consequent to preferential offer:** There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment however there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.
- l) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment of any securities has been made to any person.

m) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable.

n) **Lock in period:** The proposed allotment of the Convertible warrants, shall be subject to a lock-in as per the requirements of ICDR Regulations. i) The convertible warrants allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant;

ii) The convertible warrants allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of 6 months from the date of trading approval;

iii) The entire pre-preferential allotment shareholding, if any, of the proposed allottee(s) shall be locked in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per Regulation 167(6) of the ICDR Regulations, 2018.

o) **The shareholding pattern of the Company before and after the preferential issue:**

**Equity Share Capital**

No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoters holding:</b>				
<b>A1</b>	Indian:				
<b>1</b>	Individuals/HUF	19,59,487	58.36	80,40,000	60.19
<b>2</b>	Bodies Corporate	-	-	-	-
<b>3</b>	Financial Institutions/ Banks	-	-	-	-
<b>4</b>	Trust	-	-	-	-
<b>5</b>	Others	-	-	-	-
	<b>Sub-Total (A1)</b>	<b>19,59,487</b>	<b>58.36</b>	<b>80,40,000</b>	<b>60.19</b>
<b>A2</b>	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>TOTAL A (A1+A2)</b>	<b>19,59,487</b>	<b>58.36</b>	<b>80,40,000</b>	<b>60.19</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
<b>B1.</b>	<b>Institutions</b>				
	Financial Institutions/ Banks	-	-	-	-
	<b>Sub-Total (B1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B2.</b>	<b>Non-Institution:</b>				
	Bodies Corporate	1,07,075	3.19	1,07,075	0.8
	Individuals	12,69,608	37.82	42,74,108	32.01
	Clearing Members	3,007	0.09	3,007	0.02
	HUF	1,7,849	0.53	9,32,849	6.98
	NRI's	274	0.01	274	0
	Sub-Total (B2)	13,97,813	41.64	53,17,313	39.81
	<b>TOTAL B (B1+B2)</b>	<b>13,97,813</b>	<b>41.64</b>	<b>53,17,313</b>	<b>39.81</b>
	<b>GRAND TOTAL (A+B)</b>	<b>33,57,300</b>	<b>100</b>	<b>1,33,57,313</b>	<b>100</b>

\*The shareholding specified is as on 31<sup>st</sup> March, 2022



p) Identity of natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s)

Proposed Allottee(s)	Category	Natural persons who are the ultimate beneficial owners
Mr. Ghanshyambhai Nanjibhai Patel	Promoter	Mr. Ghanshyambhai Nanjibhai Patel
Mr. Pareshbhai Nanjibhai Patel	Promoter	Mr. Pareshbhai Nanjibhai Patel
Mr. Noel Alex Ferrao	Non-promoter	Mr. Noel Alex Ferrao
Mrs. Bridget Noel Ferrao	Non-promoter	Mrs. Bridget Noel Ferrao
Ms. Rose Rudolph Dsouza	Non-promoter	Ms. Rose Rudolph Dsouza
Mrs. Roma Rudolph Dsouza	Non-promoter	Mrs. Roma Rudolph Dsouza
Mr. Rahul Rudolph Dsouza	Non-promoter	Mr. Rahul Rudolph Dsouza
Mr. Manan Jitendra Kumar Ranka	Non-promoter	Mr. Manan Jitendra Kumar Ranka
Mrs. Manjulata Jitendrakumar Ranka	Non-promoter	Mrs. Manjulata Jitendrakumar Ranka
Mr. Jitendrakumar P Ranka	Non-promoter	Mr. Jitendrakumar P Ranka
M/s. Jitendrakumar Ranka HUF	Non-promoter	M/s. Jitendrakumar Ranka HUF
Mrs. Sanju Kumari Ranka	Non-promoter	Mrs. Sanju Kumari Ranka
M/s. Rajendrakumar Ranka HUF	Non-promoter	M/s. Rajendrakumar Ranka HUF
Mr. Rajendrakumar Ranka	Non-promoter	Mr. Rajendrakumar Ranka
M/s. Pradeep Garg HUF	Non-promoter	M/s. Pradeep Garg HUF
Mrs. Sonali Pradeep Garg	Non-promoter	Mrs. Sonali Pradeep Garg
Mr. Om Prakash Malpani	Non-promoter	Mr. Om Prakash Malpani

q) 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

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Mr. Ghanshyambhai Nanjibhai Patel	975,530	29.06	3,044,470	4,020,000	30.10
Mr. Pareshbhai Nanjibhai Patel	983,957	29.31	3,036,043	4,020,000	30.10
Mr. Noel Alex Ferrao	0	0	57,000	57,000	0.43
Mrs. Bridget Noel Ferrao	0	0	50,000	50,000	0.37
Ms. Rose Rudolph Dsouza	0	0	75,000	75,000	0.56
Mrs. Roma Rudolph Dsouza	0	0	75,000	75,000	0.56
Mr. Rahul Rudolph Dsouza	0	0	75,000	75,000	0.56
Mr. Manan Jitendra Kumar Ranka	0	0	530,000	530,000	3.97
Mrs. Manjulata Jitendrakumar Ranka	0	0	530,000	530,000	3.97
Mr. Jitendrakumar P Ranka	0	0	537,500	537,500	4.02
M/s. Jitendrakumar Ranka HUF	0	0	530,000	530,000	3.97
Mrs. Sanju Kumari Ranka	0	0	400,000	400,000	2.99
M/s. Rajendrakumar Ranka HUF	0	0	260,000	260,000	1.95
Mr. Rajendrakumar Ranka	0	0	400,000	400,000	2.99
M/s. Pradeep Garg HUF	0	0	125,000	125,000	0.94
Mrs. Sonali Pradeep Garg	0	0	125,000	125,000	0.94
Mr. Om Prakash Malpani	0	0	150,000	150,000	1.12

Further, there is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Convertible warrants.

r) Listing:

The Company will make an application to BSE Limited at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Convertible Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

s) Practicing Company Secretary Certificate

The Certificate being issued by M/s. Nishant Bajaj & Associates., Practicing Company Secretary, certifying that the issue of Convertible Warrants is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at [www.parshartiinvestment.com](http://www.parshartiinvestment.com).

t) the current and proposed status of the allottee(s) post the preferential issues:

Name of the Proposed Allottee(s)	Current Status of the allottee(s)	Proposed Status of the allottee(s)
Mr. Ghanshyambhai Nanjibhai Patel	Promoter	Promoter
Mr. Pareshbhai Nanjibhai Patel	Promoter	Promoter
Mr. Noel Alex Ferrao	-	Non-Promoter
Mrs. Bridget Noel Ferrao	-	Non-Promoter
Ms. Rose Rudolph Dsouza	-	Non-Promoter
Mrs. Roma Rudolph Dsouza	-	Non-Promoter
Mr. Rahul Rudolph Dsouza	-	Non-Promoter
Mr. Manan Jitendra Kumar Ranka	-	Non-Promoter
Mrs. Manjulata Jitendra Kumar Ranka	-	Non-Promoter
Mr. Jitendrakumar P Ranka	-	Non-Promoter
M/s. Jitendrakumar Ranka HUF	-	Non-Promoter
Mrs. Sanju Kumari Ranka	-	Non-Promoter
M/s. Rajendrakumar Ranka HUF	-	Non-Promoter
Mr. Rajendrakumar Ranka	-	Non-Promoter
M/s. Pradeep Garg HUF	-	Non-Promoter
Mrs. Sonali Pradeep Garg	-	Non-Promoter
Mr. Om Prakash Malpani	-	Non-Promoter

**u) Other Disclosures/Undertaking**

- Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- The Company shall re-compute the price of the Convertible Warrants in terms of the provision of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, the Convertible Warrants shall continue to be locked-in till the time such amount is paid by the allottees.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

**By Order of the Board**

**Sd/-  
Riddhi Dilip Sidhpura  
Company Secretary &  
Compliance Officer**

**Regd. Office :** B/404 The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank Bandra East Mumbai 400051

**Date:** 18<sup>th</sup> May, 2022  
**Place:** Mumbai

## Annexure-A

### INFORMATION ON DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS -2

Name of the Director	Mr. Sachin Shivaji Wagh	Mrs. Kinjal Bhavin Gandhi	Mr. Ghanshyambhai Nanjibhai Patel	Mr. Pareshbhai Nanjibhai Patel	Mr. Parth Shashikantbhai Kakadiya
DIN	01056774	09376071	06647250	07257928	09545820
Date of Birth	15/05/1976	20/02/1986	29/03/1980	06/11/1977	11/02/1992
Age	45 years	36 years	42	44	30
Date of appointment	10 <sup>th</sup> February, 2022	10 <sup>th</sup> February, 2022	10 <sup>th</sup> February, 2022	10 <sup>th</sup> February, 2022	30 <sup>th</sup> March, 2022
Nationality	Indian	Indian	Indian	Indian	Indian
Qualification	Graduate in Arts	Bachelor in Home Science	Under-graduate	Under-graduate	Graduate in commerce
Expertise in specific functional area	Mr. Sachin Wagh was General Manager (Finance) at Varun Industries Limited. He has an experience in the field of Finance. His Job profile also includes taking care of Finance related matter of the company, Day to day transactions of the company and approaching various banks to arrange working capital needs of the company.	Mrs. Kinjal Gandhi was working with HDFC Bank and has an experience in Personal Banking and is Deputy Manager in Retail Branch Banking. She was working as an Associate Sales Manager in Standard Chartered Bank for a period of 3 years.	Mr. Ghanshyambhai Nanjibhai Patel is an undergraduate and has completed his schooling from Gujarat. He is a businessman, having an experience of more than 25 years in the diamond industry and real estate sector.	Mr. Pareshbhai Nanjibhai Patel is an undergraduate and has completed his schooling from Gujarat. He is a businessman, having an experience of more than 26 years in the diamond industry and real estate sector.	Mr. Parth Shashikantbhai Kakadiya is a dynamic 30 years' Young entrepreneur with more than 10 years of experience in the Diamond retail and designing business.
Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)	Nil	Nil	Nil	Nil	Nil
Relationship with Directors and Key Managerial Personnel	Not related to-any Director(s)	Not related to-any Director(s)	Brother of Mr. Pareshbhai Nanjibhai Patel	Brother of Mr. Ghanshyambhai Nanjibhai Patel	Not related to-any Director(s)
No. of Shares held in the company (as on 31 <sup>st</sup> March, 2022)	-	-	9,75,530	9,83,957	-
Remuneration proposed to be paid	-	-	12 Lakh p.a.	12 Lakh p.a.	-
Remuneration last drawn (including sitting fees, if any) for financial year 2021-2022	-	-	-	-	-

Number of Board meetings attended during the financial year 2021-2022	2	2	2	2	-
Directorship of other Companies in India (as on 31 <sup>st</sup> March, 2022)	Nil	Nil	Yogi Homes Private Limited	Yogi Homes Private Limited	Nil
Chairmanship/ Membership of the Committees of the Board of the Directors (as on 31 <sup>st</sup> March, 2022)	Stakeholder Relationship Committee (Chairman) Audit Committee (Chairman) Nomination & Remuneration Committee (Chairman)	Stakeholder Relationship Committee (Member) Audit Committee (Member) Nomination & Remuneration Committee ( Member )	Stakeholder Relationship Committee (Member) Audit Committee (Member)	-	Stakeholder Relationship Committee (Member) Audit Committee (Member) Nomination & Remuneration Committee ( Member )
Terms and Conditions of Appointment	Non-Executive Independent Director, not liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation	Managing Director, not liable to retire by rotation	Whole-time Director, not liable to retire by rotation	Non-Executive Director, liable to retire by rotation

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## 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** : L93000MH1992PLC069958  
**Name of the Company** : Parsharti Investment Limited  
**Registered Office** : B/404 The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank Bandra East  
Mumbai 400051

**Name of the Member (s)** :

**Registered address:**

**E-mail Id:**

**Folio No / Client Id:**

**DP ID:**

I / We, being the member(s) of \_\_\_\_\_ Shares of the above mentioned company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-Mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him/her : \_\_\_\_\_

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-Mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him/her : \_\_\_\_\_

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-Mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him/her : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, 10<sup>th</sup> June, 2022 at 3:00 p.m. at The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007 and at any adjournment thereof, in respect of following resolutions as indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1.	Change of Name of the Company and Consequent Amendment in Memorandum and Articles of Association of the Company		
2.	Amendment to Main Object Clause in the Memorandum of Association of the Company		
3.	Alteration of the matters which are Necessary for furtherance of the Objects Specified in Clause III(A)		
4.	Increase in the Authorised share capital of the company from Rs. 5 crore to Rs. 15 crore		

5.	Alteration of share capital clause of the Memorandum of Association of the Company		
6.	Appointment of Mr. Ghanshyambhai Nanjibhai Patel (DIN: 06647250) as the Managing Director of the Company		
7.	Appointment of Mr. Pareshbhai Nanjibhai Patel (DIN: 07257928) as the Whole Time Director of the Company		
8.	Appointment of Mr. Sachin Shivaji Wagh (DIN-01056774) as an Independent Director		
9.	Appointment of Mrs. Kinjal Bhavin Gandhi (DIN-09376071) As an Independent Director		
10	Appointment of Mr. Parth Shashikant Kakadiya (DIN-09545820) as a Non-Executive & Non-Independent Director of the Company		
11	Re-Adoption new Set of Articles of Association in Place of Existing Articles		
12	Loans, Investments, Guarantee or Security u/s 185 of Companies Act, 2013		
13	Making Investments /extending Loans and Giving Guarantees or providing Securities in Connection with Loans to Persons / Bodies Corporate u/s 186 of The Companies Act, 2013		
14	Authorization Under Section 180 of the Companies, Act, 2013		
15	Issue, offer & allot 1,00,00,013 Convertible Warrants on Preferential Basis		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022

Signature of Shareholder

Signature of Proxy Holder(s)

<p>Affix Revenue Stamp</p>
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## ATTENDANCE SLIP

**CIN** : L93000MH1992PLC069958  
**Name of the Company** : Parsharti Investment Limited  
**Registered Office** : B/404 The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank Bandra East Mumbai 400051

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the Extra Ordinary General Meeting of the Company at The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007 on Friday, 10<sup>th</sup> June, 2022.

.....  
**Full name of the Member (in block letters)**

.....  
**Signature**

Folio No.: .....

DPID No.:\*.....

Client ID No.:\*.....

\*Applicable for member holding shares in electronic form

.....  
**Full name of the Proxy (in block letters)**

.....  
**Signature**

## ROUTE MAP OF THE VENUE OF THE EOGM





To,

If undelivered, please return to:

**Parsharti Investment Limited**

**Registered Office:**

B/404 The Capital, G-Block, Bandra Kurla  
Complex, Behind ICICI Bank Bandra East  
Mumbai 400051