

Date: August 21, 2020

To,
The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.
Scrip Code: 540737

Dear Sir(s)/Ma'am,

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

Further to our Outcome of Meeting of Board of Directors of the Company dated August 21, 2020 and pursuant to Regulation 30 of the SEBI LODR, please find enclosed a copy of the Postal Ballot Notice dated 21st August, 2020, seeking approval of the Members for Issue of Bonus Shares, Increase in Authorised Share Capital and Migration from BSE SME Platform to BSE Main Board.

The Postal Ballot Notice, together with Explanatory Statement are being sent to the Members, whose names are appearing on the Register of Members/ List of Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as on 21st August, 2020.

The Company has engaged the services of Central Depository Services Limited (CDSL) for providing e-voting facility to all its Members. The e-voting will commence at 09.00 hours (IST) on Monday, August 24, 2020 and shall end at 17:00 hours on Tuesday, September 22, 2020. The results of postal ballot will be declared on or before Thursday, September 24, 2020.

In compliance with the requirements of the MCA circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid reply envelope will not be sent to the Members for this postal ballot and members are required to communicate their assent or dissent through remote e-voting system only.

Please take the same on records.

Thanking you,

Yours faithfully,

For, SHREE GANESH REMEDIES LIMITED

PATEL ADITYA
ADITYA VIKRAMBHAI
Date: 2020.08.21 20:33:09
+05'30'

Aditya Patel
Company Secretary



SHREE GANESH REMEDIES LIMITED

CIN: L24230GJ1995PLC025661

Registered Office: Plot no. 6011, G.I.D.C., Ankleshwar 393002, Gujarat, India.

Tel No: - 02646 227777 | Email Id: - investors@ganeshremedies.com

Website: -www.ganeshremedies.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given to the Members of Shree Ganesh Remedies Limited (“the Company” or “SGRL”) pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) (“**Rules**”) and further pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with General Circular No 14/2020 dated April 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 read with General Circular No. 22/2020 dated 15th June 2020 issued by Ministry of Corporate Affairs (“General Circulars”), the said postal ballot notice shall sent to all the shareholders of the Company through e-mail for seeking the approval of the Members of the Company for the proposed Resolutions set out hereunder in the Postal Ballot Notice through e-voting.

An Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, pertaining to the resolutions setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on August 21, 2020 has appointed

- a) M/s. Vishal Thawani & Associates, Practising Company Secretaries, having Membership No. 43938 and Certificate of Practice No. 17377 as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
- b) Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility for the postal ballot.

Members should note in view of the current extraordinary circumstances in order to combat the spreading of the Novel Coronavirus (“COVID-19”) and in terms of the General Circulars, no physical ballot form is being dispatched by the Company. Further, the company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only. The details of the e-voting facility are provided in the notes forming part of this Notice

The Scrutinizer will submit its report, in writing. Upon completion of Scrutiny of E-Voting data provided by CDSL, in fair and transparent manner. The result on the resolutions proposed to be passed through

E-voting shall be announced on or before September 24, 2020. The results along with scrutinizer report will also be displayed on the website of the Company i.e. www.ganeshremedies.com as well as on website of CDSL i.e. www.evotingindia.com and will be communicated to Stock Exchange, BSE Limited (BSE) where the Equity Shares of the Company are listed.

The resolution for the purpose as stated herein below is proposed to be passed by E-voting:

SPECIAL BUSINESS

ITEM NO. 1 - INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION 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 Section 13, 61, 64 of the Companies Act, 2013 and the Rules framed there under (including any amendment thereto or re-enactment thereof), subject to approval of the Registrar of Companies, Ahmedabad and such other approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) and 10,00,000 (Ten Lakhs Only) preference shares of Rs. 10 each (Rupees Ten Only) each by creation of additional capital of Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 40,00,000 (Forty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each and 10,00,000 (Ten Lakhs Only) preference shares of Rs 10. Each (Ten Rupees Only).

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

“V. The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each and 10,00,000 (Ten Lakhs Only) preference shares of Rs. 10/- (Rupees Ten only) each

RESOLVED FURTHER THAT the equity shares to be allotted shall rank pari-passu in all respects with and carry the same rights as the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT the Chairman of the Company or any director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to the aforesaid resolution, including but not limited to incorporation of amendment / suggestion / observation made by Registrar of Companies, Ahmedabad, to extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

ITEM NO. 2 - APPROVAL OF THE ISSUANCE OF BONUS SHARES

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 63 and other applicable provisions of the companies Act, 2013, if any read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014; Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company, approval of the Members of the Company is and hereby

accorded and subject to such other approvals as may be required in this regard for capitalization of such sums standing to the credit of the free reserves and/or securities premium account and/or the capital redemption reserve account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up Equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Member maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL), on the record date as may be determined by the Board of Directors of the Company in the proportion of 3 (Three) new fully paid up equity shares of Rs. 10/- each for every 26 (Twenty-Six) existing fully paid up equity share of Rs. 10/- each held by the said member and that the Bonus Shares so issued shall for all purposes be treated as an increase in the paid-up capital of the company held by each such member and not an income.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with and carry the same rights as the existing fully paid up equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

“RESOLVED FURTHER THAT the allotment of the bonus equity shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended, as may be deemed necessary.

RESOLVED FURTHER THAT no letter of allotment shall be issued but in the case of members who hold shares in dematerialized mode, the Bonus shares shall be credited to their respective beneficiary accounts of the members maintained with Depository Participants.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fractions and /or otherwise make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares so allotted on the Stock Exchange where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board of Directors of the Company or director or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”

ITEM NO.3 - MIGRATION FROM BSE SME PLATFORM TO BSE MAIN BOARD

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

“RESOLVED THAT pursuant to the Regulation 277 of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 as applicable, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) and subject

to consent / approval of applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of Migration of Equity Shares of the Company's which are currently listed on SME Platform of BSE Limited to Main Board of the BSE Limited and upon Migration the said Equity Shares be get listed and traded on the capital segment (main Board) of BSE, from the date of approval of Migration / getting listed and admitted to be dealt on BSE main Board as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, stock exchange and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT the Chairman of the Company or any director or the Company Secretary of the Company be and are hereby severally authorized to deal with Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, and to any other authorities to apply, modify, rectify and submit any applications and / or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

Date: August 21, 2020

Place: Ankleshwar

**By Order of the Board
For Shree Ganesh Remedies Limited**

**Sd/-
Chandulal Kothia
(Managing Director)
DIN: 00652806**

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to the proposed resolutions is appended herein below.
2. Members should note that, due to current pandemic situation and difficulties in serving and receiving the notices/responses and in terms of General Circular, no physical ballot form is being dispatched by the Company and Members should cast their vote using remote e-voting facility only.
3. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of the Members.
4. The Postal Ballot Notice is being sent to the Members, whose names are appearing in the Register of Members / Statement of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of working hours on Friday, August 21, 2020 (cut-off date). Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on cut-off date. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
5. The notice is being sent by electronic mode to those members, whose e-mail addresses are registered with the Depositories, unless any member has registered for a physical copy of the same. A copy of the Notice is also available on the website of the Company i.e. www.ganeshremedies.com.
6. In the event of any grievance relating to Postal ballot Notice, the Members / Beneficial Owners may contact the following: Aditya Patel, Company Secretary & Compliance Officer, Plot no. 6011, G.I.D.C., Ankleshwar 393002, Gujarat, India., E-mail: investors@ganeshremedies.com and / or Registrar of the Company i.e. Bigshare Services Private Limited i.e. vinayak@bigshareonline.com
7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company after receipt of duly completed e-voting process. i.e. Tuesday, September 22, 2020.
8. The Company has appointed M/s Vishal Thawani & Associates, Practising Company Secretaries, having Membership No. 43938 and Certificate of Practice No. 17377 as the Scrutinizer for scrutinizing voting through e-voting to ensure that the process is carried out in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Tuesday, September 24, 2020 at the registered office and will also be displayed on the website of the Company www.ganeshremedies.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
9. All the material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Tuesday, September 22, 2020.
10. The voting period commence shall commence from Monday, August 24, 2020 at 9.00 A.M and end on Tuesday, September 22, 2020 at 5.00 P.M. Votes received by way of E-voting beyond 5.00 P.M on Tuesday, September 22, 2020 shall be considered invalid

THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Monday, August 24, 2020 and ends on Tuesday, September 22, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders module.
- (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.

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(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 respective Store. Please follow the instructions as prompted by the mobile app while voting on your mobile

i. 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 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.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@ganeshremedies.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

Manner of registering / updating email addresses is as below:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at investors@ganeshremedies.com or to R&TA at vinayak@bigshareonline.com
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at investors@ganeshremedies.com or to R&TA at vinayak@bigshareonline.com
- The company/R&TA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO.1 & 2

The Board of Directors at their meeting held on August 21,2020 have recommended the issue of Bonus shares in the proportion of 3 (Three) equity shares of Rs. 10/- (Rupees Ten only) each fully paid-up for every 26 (Twenty-Six) existing equity shares of Rs. 10/- (Rupees Ten only) each of the Company by capitalization of a sum of Rs. 1,03,51,565/- (Rupees One Crore Three Lakhs Fifty-One Thousand Five Hundred and Sixty-Five Only) standing to the credit of securities premium, Profit and Loss Account, General Reserves or any combination thereof of the Company. The proposed issue of Bonus shares will be made subject to approval of the shareholders and in accordance with the provisions of Act and subject to such approvals, if required, from the statutory authorities. Since the issue of Bonus shares will result in increase in paid-up capital of the Company, the Company therefore proposes to increase its authorised share capital. As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company.

Therefore, it is proposed to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) and 10,00,000 (Ten Lakhs Only) preference shares of Rs. 10 each (Rupees Ten Only) each by creation of additional capital of Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 40,00,000 (Forty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each and 10,00,000 (Ten Lakhs Only) preference shares of Rs 10. Each (Ten Rupees Only). Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum of Association of the Company.

In case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fractions and/or otherwise make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

The Board recommends the resolutions as set out at Item No.1 & 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolutions

ITEM NO. 3

The equity shares of the Company were listed on SME segment of BSE Limited on October 13, 2017 and intends to migrate to the Main Board of BSE Limited as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018. The Board of Directors are of the view that the migration of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders. Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from BSE SME Segment to Main Board of BSE Limited as set out in the resolution.

The Board recommends the resolutions set out at Item No. 3 of the Notice for approval by the Members.
None of its Directors, Key Managerial Personnel and/or relatives thereof are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Date: August 21, 2020

Place: Ankleshwar

**By Order of the Board
For Shree Ganesh Remedies Limited**

**Sd/-
Chandulal Kothia
(Managing Director)
DIN: 00652806**