

R J SHAH AND COMPANY LIMITED
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given to the Shareholders (the "Shareholders" or the "Members") of R J SHAH AND COMPANY LIMITED ("Company") that an Extra-Ordinary General Meeting of the Company will be held on Tuesday, May 07, 2024 at 3.00 p.m. through Video Conferencing / Other Audio Visual Means to transact the following special businesses.:

SPECIAL BUSINESS:

Item No. 1: Appointment of Dr. Pranav Agrawal (DIN: 10590800) 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 provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Article 29 (f)(iii) of the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force) Dr. Pranav Agrawal (DIN: 10590800), who was recommended by the Board of Directors as an Independent Director subject to approval of members in the general meeting and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature as Independent Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of three (03) years, with effect from the date of this general meeting.

FURTHER RESOLVED THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

2. To approve the appointment of Auditor to fill the casual vacancy caused by the resignation , approved in the Board Meeting held on 08.02.2024 and to fix their remuneration

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the appointment of M/S. N N K & Co., (FRN I43291W), Chartered Accountants for the Financial Year 2023-24, as done by the Board to fill the casual vacancy caused by the resignation of M/s. N. S. Bhatt & Co., Chartered Accountants(FRN - 101342W), to hold office until the conclusion of this 66th Annual General Meeting, on such remuneration as may be fixed by the Board of Directors in consultation with them."

"FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.

PLACE: MUMBAI

By Order of the Board

DATED: 13/04/2024

REGISTERED OFFICE

Sd/-

Mahul Road, Antop Hill,

K. R. SHAH

Mumbai – 400 037.

Managing Director

Din No. 0402482

NOTES:

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act. Only registered members of the Company may attend and vote at the EGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM
4. Pursuant to the provisions of Section 113 of the Companies Act, 2013 Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company on rjshahandco191@gmail.com with a copy marked to service@satellitecorporate.com and evoting@cdsl.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on April 12, 2024. Members may note that Notice has been uploaded on the website of the Company at <https://www.rjshahandco.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.com.
8. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
9. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.

10. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

11. Process and manner for members opting for voting through Electronic means:

a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited ("CDSL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.

b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 12th April, 2024 shall be entitled to avail the facility of remote e-voting as well as evoting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Friday, 12th April, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

d) The remote e-voting will commence on Friday, May 03, 2024 at 9.00 a.m. and will end on Monday, May 06, 2024 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. . Monday, 15th April, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. . Friday, 12th April, 2024.

g) The Company has appointed M/s. Bhumika & Co., Company Secretary in whole-time-practice having Membership No. ACS 31321 and C.P. No. 19635, to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

12. The procedure and instructions for remote e-voting are, as follows:

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders Login Method

Individual Shareholders holding securities in Demat mode with CDSL 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will

be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME/BIG SHARE, so that the user can visit the e-Voting service providers' website directly.

3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type Helpdesk details

Individual Shareholders holding securities in Demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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)

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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.

- 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).

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

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) 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.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) 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.

(xii) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- 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; rjshahandco191@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. 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/RTA email id.

2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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.

15. The instructions for members for e-Voting on the day of the EGM are as under:

a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

b) Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

c) Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-voting.

16. Instructions for members for attending the EGM through VC/OAVM are as under:

a) Member will be provided with a facility to attend the EGM through VC/OAVM or view the live webcast of EGM through the CDSL e-Voting system. Members may access the same at <https://www.evoting.cdsl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for eVoting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

b) Members are encouraged to join the Meeting through Laptops for better experience.

c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

e) For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before EGM mentioning their name, demat account number / folio number, email id, mobile number at service@satellitecorporate.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

f) Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice

17. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.rjshahandco.com/>. and on the website of CDSL www.cdslindia.com, immediately after declaration of the result and shall also be communicated to the Stock Exchange where the shares of

the Company are listed i.e. BSE and be made available on their respective websites viz. www.bseindia.com.

Contact Details : **R. J. SHAH & COMPANY LIMITED**

Regd. Office: " **Mahul Road, Antop Hill, Mumbai – 400 037** CIN: **L45202MH1957PLC010986** E-mail ID: rjshahandco191@gmail.com

Registrar and Transfer Agent : SATELLITE CORPORATE SERVICES PVT LTD A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool Sakinaka, Mumbai – 400072 Tele. : +91-22-28520461/462 E-mail : service@satellitecorporate.com

e-Voting Agency : Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com or call on 022-23058542/4

PLACE: MUMBAI

By Order of the Board

DATED: 13/04/2024

REGISTERED OFFICE

Sd/-

Mahul Road, Antop Hill,

K. R. SHAH

Mumbai – 400 037.

Chairperson & Managing Director

Din No. 0402482

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1: Appointment of Dr. Pranav Rajesh Agrawal (DIN: 10590800) as an Independent Director. Dr. Pranav Agrawal was recommended to be appointed as an Independent Director of the Company by the board effective from the date of approval by the shareholders in the extra ordinary general meeting (EGM). Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Dr. Pranav Agrawal, as a candidate for the office of a Director. The brief profile of Dr. Pranav Agrawal is given below:

Particulars	Dr. Pranav Rajesh Agrawal Independent Director
Reason for change appointment, resignation, removal, death or otherwise	Dr. Pranav Rajesh Agrawal is recommended for appointment as an Independent Director commencing from the date of approval in the general meeting to be convened shortly.
Date of appointment & Term of appointment	from the date of approval in the general meeting to be convened shortly 3 years from the date of approval in the general meeting.
Brief profile	<p>Dr. Pranav Rajesh Agrawal is orthopaedic surgeon with a special interest in knee and hip surgery. He is fellowship trained specialist in computer assisted and robotic knee replacement surgeries.</p> <p>He has more than a decade of successful surgical experience in treatment of a wide range of orthopaedic disorders and conditions ranging from fractures & accidents, sports injuries & rehabilitation to age related degenerative disorders including osteoporosis & arthritis.</p> <p>Dr. Pranav Rajesh Agrawal treats and cares for patients across various ages, from infants to nonagenarians and across various countries from India, Middle East, United States of America, to Africa's and more.</p> <p>Dr. Pranav Rajesh Agrawal is a fellowship trained specialist in computer & robot assisted knee surgery and minimally invasive arthroscopic techniques, but values more than anything, the power & importance of human care, personal touch and empathy.</p> <p>HE HAS UNDERGONE FELLOWSHIPS AT BELOW: Mullaji Knee Clinic, Breach Candy, Hinduja & Aastha Hospitals Dept of Joints Surgery, Centre for Joint Disease, Chonnam National University Hospital, South Korea</p> <p>He is a member of ISHKS: Indian Society of Hip & Knee Surgeons IAA: Indian Arthroplasty Association BOS: Bombay Orthopaedic Society IMA: Indian Medical Association AMA: Andheri Medical Association AMC: Association of Medical Consultants Rotary International: Rotary Club of Mumbai Coastline</p>
Relationship with other directors of the Company	Dr. Pranav Rajesh Agrawal is related to Ms. Swati Agrawal (Director)
Other Directorships / Memberships (in listed entities in case of resignation of independent	Not applicable

Director)	
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As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Dr. Pranav Rajesh Agrawal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Dr. Pranav Rajesh Agrawal as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director from the date of approval by the members in the general meeting (EGM).

In the opinion of the Board, Dr. Pranav Rajesh Agrawal fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Dr. Pranav Rajesh Agrawal possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Dr. Pranav Rajesh Agrawal, Director as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Dr. Dr. Pranav Rajesh Agrawal as an Independent Director is now being placed before the Members in this General Meeting for their approval and appointment.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company. Dr. Pranav Rajesh Agrawal along with Ms. Swati Agrawal is interested and concerned in the Resolution mentioned at Item No. 1 of the Notice. Other than Dr. Pranav Rajesh Agrawal and Dr. Swati Agrawal, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice.

The Directors recommend the resolutions for approval by the members.

ITEM NO 2.

M/s N S BHATT & Co., Chartered Accountants, FRN 101342W Mumbai have tendered their resignation from the position of Statutory Auditors due to age and health related issues, resulting into a casual vacancy in the office of Statutory Auditors of the Company. As envisaged by Section 139(8) of the Companies Act, 2013("Act"), Casual vacancy caused by the resignation of auditors can only be filled up by the company in General Meeting. However, the board have appointed M/s. N N K & Co, Chartered Accountants, FRN No I43291W, Mumbai as the Statutory Auditors of the Company for the financial year ended March 31, 2024 to fill the casual vacancy caused by the resignation of M/s. N. S. Bhatt & Co Registration No. 101342W Mumbai subject to the approval of the members in the general meeting which is being convened here.

M/s. N N K & Co, Chartered Accountants, FRN No I43291W, have already given their consent to the board when their appointment was considered as the statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. The Board recommends passing of the resolution set out as ordinary resolutions. None of the Directors, Key managerial personals ("KMP") or their relatives, in any way, concerned or interested in said resolution.

PLACE: MUMBAI

by Order of the Board

DATED: 13/04/2024

REGISTERED OFFICE

Sd/-

Mahul Road, Antop Hill,

K. R. SHAH

Mumbai – 400 037.

Managing Director

Din No. 0402482