**MITTAL SECTIONS LIMITED**

**CIN:** U27109GJ2009PLC056527

**Regd. Office:** 01, Sona Roopa Apartment, Opp. Lal Bunglow, C.G. Road,

Navrangpura, Ahmedabad-380009, Gujarat**.**

**Email:** mittalsections@gmail.com **Ph.:** (079) 07926405484

**NOTICE**

**NOTICE** is hereby given that the **15th Annual General Meeting** of the Members of the Company will be held on Tuesday, 27th August, 2024 at 4.30 p.m. at the Registered Office of the Company situated at 01, Sona Roopa Apartment, Opp. Lal Bunglow, C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat India to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31st March, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Directors’ and Auditors’ thereon.
2. To appoint a director in place of Mr. Atul Balwantrai Mittal (DIN: 02282605), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment
3. 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 the section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force, Milind Nyati & Co., Chartered Accountants (Firm Registration Number: 014455C), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the AGM to be held for the financial year ending on 31st March, 2029, on the remuneration as may be decided by Mr. Ajay Mittal, Chairman and Managing Director of the company.

## SPECIAL BUSINESS:

1. 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 read with Section 64 of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof) and the rules framed thereunder, approval of the members be and is hereby granted for increase in the Authorised Share Capital of the Company from Rs. 3,00,00,000/- (Rupees Three Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulty, doubt, Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.

1. 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 61 read with Section 64 of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof) and the rules framed thereunder, approval of the members be and is hereby granted for increase in the Authorised Share Capital of the Company from Rs. 3,00,00,000/- (Rupees Three Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13, 15 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause “V”:

**V.** The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** all or any of the Board of Directors of the Company be and are hereby authorized to execute all such documents and writings, as it may deem necessary or incidental to the aforesaid resolution and to sign and file all necessary forms, documents, etc., with the Registrar of Companies / Ministry of Corporate Affairs or any other statutory filings with Governmental authorities or with any other appropriate authorities as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulty, doubt, Board of Directorssss of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.

1. 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 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. Ajaykumar Mittal, Chairman cum Managing Director and Mr. Atul Mittal, Whole time Director cum Chief Financial Officer, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.

1. 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, Section 13, Section 15 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Memorandum of Association submitted to this meeting be and is hereby approved and adopted in substitution and exclusion of entire existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulty, doubt, any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY** **RESOLUTION:**

**“RESOLVED THAT** pursuant relevant provisions of Companies Act, 2013 and rules and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of members of the Company be and is hereby accorded for reclassification of following Promoters from “Promoters” Category to “Promoter Group” and “Public” Categories as prescribed hereunder:

|  |  |  |  |
| --- | --- | --- | --- |
| **Sr. No.** | **Name** | **Existing Category** | **Revised Category** |
|  | Mr. Ajaykumar Balwantrai Mittal | Promoters Category | Promoters Category |
|  | Mr. Ajaykumar Balwantrai Mittal | Promoters Category | Promoters Category |
|  | Well Plan Tradelink Private Limited | Promoters Category | Promoters Category |
|  | Mrs. Sushiladevi Balwantrai Mittal | Promoters Category | Promoter Group Category |
|  | Mrs. Monika Mittal | Promoters Category | Promoter Group Category |
|  | Mrs. Ritu Mittal | Promoters Category | Promoter Group Category |
|  | Mr. Pankaj Garg | Public Category | Public Category |
|  | Mr. Ankit Garg | Public Category | Public Category |

As a result of aforementioned reclassification only following Promoters shall be considered and continued to act as “Promoters” of the company:

1. Mr. Ajaykumar Balwantrai Mittal

2. Mr. Atul Balwantrai Mittal

3. Well Plan Tradelink Private Limited”

**“RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in Companies Act, 2013 and rules and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), have been complied with and also confirmed that post re-classification from “Promoters Category” to “Promoter Group Category” and “Public Category”, shall continue to comply with Companies Act, 2013 and rules and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force),

**RESOLVE FURTHER THAT** Mr. Ajaykumar Balwantrai Mittal, Chairman Cum Managing Director, Chairman and Mr. Atul Balwantrai Mittal**,** Whole time Director and Chief Financial Officer, of the Company be and are hereby severally authorized to sign any document(s) or do any or all such acts, deeds and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any question(s), difficulty or doubt that may arise, in order to give effect to the above resolution for and on behalf of the Company.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 28, Section 62(1)(c) and any other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), (the **“Act”**), including the rules framed thereunder, relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or denotified, as the case may be, the Securities Contracts Regulation Act, 1956, as amended (**“SCRA”**), and the rules framed thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 2018, as amended (**“SEBI ICDR Regulations”**) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**) and other applicable Securities and Exchange Board of India (**“SEBI”**) regulations, circulars, notifications and guidelines, other applicable laws, regulations, policies or guidelines including any foreign investment law, policy, notification, circular, clarification or guideline in India (including any amendment thereto or re-enactment thereof for the time being in force), the equity listing agreements (collectively “**Applicable Laws**”) to be entered into with the relevant stock exchange(s) where the equity shares the Company are proposed to be listed (“**Stock Exchanges**”), and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and subject to the approval of relevant government, statutory and/or regulatory authorities, as required, including the Department of Industrial Policy and Promotion, Government of India (“**DIPP**”), Foreign Exchange Management Act, 1999 as amended form time to time (“**FEMA**”), Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and the approval to the extent necessary of the Government of India, SEBI, Secretariat of Industrial Approvals (“**SIA**”), the concerned Administrative Ministry/Department empowered to grant government approval for foreign investment under the extant Foreign Direct Investment Policy and FEMA and rules and regulations made thereunder, the Reserve Bank of India (“**RBI**”), the Registrar of Companies, Mumbai at Maharashtra(“**RoC**”), the Stock Exchanges and such other approvals, permissions and sanctions, as may be necessary, consents from the lenders of the Company, and all other concerned statutory and other authorities, if any required, and to the extent necessary such other approvals, consents, permissions sanctions and the like, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval and sanction of the members of the Company (“**Board**”) be and is hereby granted to create, offer, issue and allot equity shares of the Company to Issue, issue and allot up to 50,00,000 equity shares of face value Rs. l0/- each for cash at such price including premium, if any, as may be determined by the Board at its sole discretion in pursuance of the Book Building mechanism (in accordance with **SEBI ICDR Regulations**) in consultation with the Book Running Lead Manager (“**BRLM**”) as and by way of public offering (the Fresh Issue referred to as “**Issue**”) to such categories of investors including foreign/ resident investors, Foreign Portfolio Investors (“FPIs”), sub accounts of eligible FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, Qualified Institutional Buyers, Retail Individual Investors, Non-Institutional Investors, Bodies Corporate, any other company/companies, Private or Public or other body corporate(s) or entities/authorities whether incorporated or not, eligible employees and/or workers of the Company and/or its subsidiaries, business associates of the Company and general public, bodies corporate, companies (private or public) or other entities, authorities, and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, or to one or more of the aforesaid categories of persons (to the exclusion of one or more of the other categories of investors) and such other persons in one or more combinations thereof, and/ or any other categories of investors, including Pre-IPO investors (“**Pre-IPO investors**”) and anchor investors, as defined under the SEBI ICDR Regulations (“**Anchor Investors**”) (“**Initial Public Offer” or “IPO”**), which shall include, reservation of a certain number of equity shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the “**Reservation**”), the price including the premium to be determined through the book building process, in one or more tranches and in the manner, and on the terms and conditions as the Board or a Committee constituted thereof may , in its absolute discretion, decide, in consultation with the BRLM, by issue of the Red Herring Prospectus and any other offer documents, whether the price at which the equity shares are to be issued, at par or at premium and whether for cash or other consideration, including such differential prices to retail individual investors or employees/discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board in consultation with the BRLM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the equity shares on the stock exchanges as may be decided by the Board from time to time.

“**RESOLVED FURTHER THAT** such of these equity shares may also be issued to Pre-IPO/Anchor Investors or to any category(ies) of persons in any reservation as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner and on such terms as the Board or a Committee constituted thereof, in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing"

“**RESOLVED FURTHER THAT** such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide, subject to SEBI ICDR Regulations and other regulations, as applicable”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and execute the Offer Document, Form of Application, appointment of Book Running Lead Manager(s), Registrar to the Issue, Share Transfer Agent, Bankers to the Issue, Depository Participant, custodians, Legal Advisors to the Issue , and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its absolute discretion, deem necessary and settle any or all matters arising with respect to the Issue, allotment and utilization of the proceeds of the issue of equity shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed IPO, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard”

“**RESOLVED FURTHER THAT** in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to make an allotment of not more than 1% of the net Issue to public may be issued and allotted as may be required for the purposes of rounding off to the nearest integer while finalizing the basis of allotment) which may include, without limitation, reservation of a certain number of Equity Shares to be offered to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the Book Running Lead Manager so appointed (“**BRLM**”) and as may be permissible under Applicable Laws,”

“**RESOLVED FURTHER THAT** the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchanges”

“**RESOLVED FURTHER THAT**, in accordance with Applicable Laws, the consent and approval of the shareholders be and is hereby granted to make available for allocation a portion of the IPO to any category(ies) of persons permitted under applicable law and to take any and all actions in connection with any Reservation or Discount as the Board of Directors may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board of Directors may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“**RESOLVED FURTHER THAT** for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorized to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposal and terms of the Issue , including the price of the equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue and which may be acceptable to the Board and to decide the Basis of Allotment and, settle any question or difficulty that may arise in regard to the Issue and Allotment of the equity shares”

“**RESOLVED FURTHER THAT** the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, sponsor, underwriting, marketing, depository and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchanges in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.”

“**RESOLVED FURTHER THAT** the equity shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.”

“**RESOLVED FURTHER THAT**

1. all monies received by the Company out of the Issue and allotment of the equity shares to the public shall be transferred to a separate bank account in a scheduled bank as referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilised out of the Issue as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
3. details of all unutilised monies out of the Issue, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of equity shares on Stock Exchange in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in equity shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.”

**“RESOLVED FURTHER THAT**, Mr. Ajaykumar Balwantrai Mittal, Chairman & Managing Director, Mr. Atul Balwantrai Mittal, Whole-Time Director & Chief Financial Officer and Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution.”

**RESOLVED FURTHER THAT** the certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.

**ITEM 2: OBJECTS OF THE ISSUE .**

“**RESOLVED THAT** with respect to the Issue, to take note ofthe Object if the Issue which will be as defined follows:

1. Funding Capital Expenditure towards Project;
2. To meet Working Capital requirements; and
3. General Corporate Purpose, Subject to applicable laws

**“RESOLVED FURTHER THAT**, Mr. Ajaykumar Balwantrai Mittal, Chairman & Managing Director, Mr. Atul Balwantrai Mittal, Whole-Time Director & Chief Financial Officer and Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution.”

**RESOLVED FURTHER THAT** the certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.

1. 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 applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020 dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India, Master Directions - Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Companies Act, 2013 as amended, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the respective limits of investment by non-resident Indians and overseas citizens of India in the Equity Shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, is increased from 10% to 24% of the paid-up equity share capital of the Company provided, however, that the shareholding each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time**."**

**"RESOLVED THAT,** Mr. Ajaykumar Balwantrai Mittal, Chairman cum Managing Director, Mr. Atul Balwantrai Mittal, Whole-Time Director and Company Secretary of the Company, be and are hereby jointly / severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to the Company and to comply with all other requirements in giving effect to the above resolution, including without limitation intimating the Reserve Bank of India of the increase in investment limits of Non-resident Indians in the Equity Shares of the company and to comply with all other requirements in this regard**.”**

**“RESOLVED FURTHER THAT** necessary communication of the above be made before the concerned Authority(s) / Regulatory(s) in the manner prescribed within the due time period.”

## NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting right. In case the proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy cannot act as a proxy for any other person or shareholder.
3. The Explanatory Statement pursuant to provision of section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
4. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting of the Company:

|  |  |  |
| --- | --- | --- |
| **Name of the Directors** | **Mr. Jayesh shah** | **Mrs. Vibhuti Bhatt** |
| Date of Birth | February 11, 1964 | August 03, 1964 |
| DIN | 02681464 | 00092223 |
| Date of Appointment | February 02, 2009 | February 19, 2012 |
| Relationship with Directors | None | None |
| Qualifications | Chartered Accountant | M.B.A in Marketing |
| Expertise in functional area | Approximately 37 years of experience in the field of Corporate Finance and Strategic Planning. | Proficient in advertising and communication sector. |
| Board Membership in other Companies as on March 31, 2024 | 1. Intas Pharmaceuticals Limited 2. SM Herbals Private Limited | 1. Jade Blue Lifestyle India Limited |

|  |  |  |
| --- | --- | --- |
| Chairman/Member of the Committee of the Board of directors in other companies as on March 31, 2024 | NIL | NIL |
| Number of Shares held in the Company as on March 31, 2024 | 100 equity shares of Rs. 10 each | 100 equity shares of Rs. 10 each |
| Number of Meetings attended during the year under review | 4/4 | 4/4 |

1. The route map showing the venue of the Annual General Meeting is attached to the notice as required under the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India.

|  |  |
| --- | --- |
| **Place: Ahmedabad**  **Date: 5th September, 2024** | **BY ORDER OF THE BOARD**  **FOR ONE ADVERTISING AND COMMUNICATION SERVICES LIMITED**  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  (Signature)  **VIBHUTI BHATT**  **WHOLE-TIME DIRECTOR**  **DIN: 00092223** |

**EXPLANATORY STATEMENT**

**PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**Item No. 8:**

The Company has received request from following for change of their category from following shareholders for reclassification of following Promoters from “Promoters” Category to “Promoter Group” and “Public” Categories as prescribed hereunder:

|  |  |  |  |
| --- | --- | --- | --- |
| **Sr. No.** | **Name** | **Existing Category** | **Revised Category** |
|  | Mr. Ajaykumar Balwantrai Mittal | Promoters Category | Promoters Category |
|  | Mr. Ajaykumar Balwantrai Mittal | Promoters Category | Promoters Category |
|  | Well Plan Tradelink Private Limited | Promoters Category | Promoters Category |
|  | Mrs. Sushiladevi Balwantrai Mittal | Promoters Category | Promoter Group Category |
|  | Mrs. Monika Mittal | Promoters Category | Promoter Group Category |
|  | Mrs. Ritu Mittal | Promoters Category | Promoter Group Category |
|  | Mr. Pankaj Garg | Public Category | Public Category |
|  | Mr. Ankit Garg | Public Category | Public Category |

The Board of Directors of the Company at their meeting has approved request for reclassification received by the Company as above subject to approval by the members.

The Board recommends the resolution for approval of the Members of the Company.

The Directors and key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, to the extent of their shareholding in the Company.

**Item No. 9**

The Company proposes to create, offer, issue and allot up to 50,00,000 equity shares of face value Rs. 10/- each for cash at such price including premium, if any, as may be determined by the Board at its sole discretion in pursuance of the Book Building mechanism (in accordance with **SEBI ICDR Regulations**) in consultation with the Book Running Lead Manager (“**BRLM**”) as and by way of public offering (the Fresh Issue referred to as “**Issue**”) on such terms, in such manner, at such time and at a price to be determined by the book building process in terms of the SEBI ICDR Regulations to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing equity shares of the Company.

Material information pertaining to the IPO is as follows:

1. ***Issue Price:***

The price at which the equity shares will be allotted through the IPO shall be determined and finalized by the Company in consultation with the book running lead manager in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

1. ***The object(s) of the issue are:***

The proceeds of the IPO are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the Stock Exchange on which the equity shares of the Company are proposed to be listed, in connection with the IPO. The Board or any committee thereof has the authority to modify the above objects on the basis of the requirements of the Company.

1. ***Intention of Promoters / Directors / Key managerial personnel to subscribe to the Issue:***

The Company has not made and will not make an Issue of equity shares to any of the promoters, directors or key managerial personnel. However, the directors (other than directors who are the promoters or forming a part of the promoter group) may apply for the equity shares in the various categories under an IPO in accordance with the SEBI ICDR Regulations.

The Board recommends the resolution for approval of the Members of the Company.

The Directors and key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, to the extent of their shareholding in the Company.

**Item No. 10**

In relation to the proposed Offer, the Company proposes to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board recommends the resolution for approval of the Members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and / or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed Resolution, except in the ordinary course of business.

**ONE ADVERTISING AND COMMUNICATION SERVICES LIMITED**

**CIN:** U74300GJ2001PLC046472

**Registered Office:**  Block-23, Magnet Corporate Park, FP-255, TP-38, (Thaltej), 100 FT Hebatpur - Thaltej Road, Off. S.G. Highway, Thaltej, Ahmedabad-380054 Gujarat, India.

**Email id:** [info@oneadvt.com](mailto:info@oneadvt.com) **Contact No**.: +91-79-26841701-04

**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) Rule 2014)

|  |  |
| --- | --- |
| Name of the Member(s) |  |
| Registered Address |  |
| E-Mail Id |  |
| Folio No./ Client Id / Dp. Id |  |
| No. of Shares |  |

I / we, being the member(s) of the above named company, hereby appoint:

(1) Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Email ID:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or

failing him / her:

(2) Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Email ID:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or

failing him / her:

(3) Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Email ID:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Monday, 30th September, 2024 at 4:30 P.M. at the registered office of the Company at Block-23, Magnet Corporate Park, FP-255, TP-38, (Thaltej), 100 FT Hebatpur - Thaltej Road, Off. S.G. Highway, Thaltej, Ahmedabad-380054. Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Resolution No.** | **Particulars of Resolution** | **Optional** | | |
| **For** | **Against** | |
| **ORDINARY BUSINESS** | | | | |
| 1. | Adoption of Audited Financial Statements for the year ended on 31st March, 2024 and the Directors’ and Auditors’ Report. |  | |  |
| 2. | To declare final dividend on Equity Shares for the Year ended on 31st March, 2024 |  | |  |

|  |  |  |  |
| --- | --- | --- | --- |
| 3. | Re-Appointment of Mr. Jayesh Shah (DIN:02681464), as a director who retires by rotation. |  |  |
| **SPECIAL BUSINESS** | | | |
| 4. | Re-Appointment of Mrs. Vibhuti Bankimchandra Bhatt (DIN: 00092223), as a Whole Time Director of the company for further period of 3 years w.e.f 19th February, 2024. |  |  |

Signed this \_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2024

Affix One Re. Revenue Stamp

Signature of Shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

3. \*\*It is optional to put ‘X’ in the appropriate column against the Resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.

5. Please complete all details including details of member (s) in the above box before submission.

**ONE ADVERTISING AND COMMUNICATION SERVICES LIMITED**

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**Registered Office:** Block-23, Magnet Corporate Park, FP-255, TP-38, (Thaltej), 100 FT Hebatpur - Thaltej Road, Off. S.G. Highway, Thaltej, Ahmedabad-380054 Gujarat, India.

**Email id:** [info@oneadvt.com](mailto:info@oneadvt.com) **Contact No**.: +91-79-26841701-04

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company held on Monday, 30th September, 2024 at 4:30 P.M. at the registered office of the Company at Block-23, Magnet Corporate Park, FP-255, TP-38, (Thaltej), 100 FT Hebatpur - Thaltej Road, Off. S.G. Highway, Thaltej, Ahmedabad-380054, Gujarat, India.

Full name of the Member: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address of the Member:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Folio No:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

No. of shares held : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Full name of the Proxy (If attending the meeting) : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Member’s /Proxy’s Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Note:**

1. Please complete the Folio and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

**Route Map for Attending Annual general Meeting:**

