



**NALIN LEASE FINANCE LIMITED**  
**(CIN: L65910GJ1990PLC014516)**

**Registered Office:**

Gandhi Nursing Home Bldg Dr. Nalinkant  
Gandhi Road, Himatnagar, Gujarat, India,  
383001

**E-mail:** [info@nalinfin.co.in](mailto:info@nalinfin.co.in)

**Website:** [www.nalinfin.co.in](http://www.nalinfin.co.in)

**Phone:** 02772 - 241264, 02772 - 242264

**NOTICE OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of Members of **Nalin Lease Finance Limited** will be held on **Saturday, the 21<sup>st</sup> day of September, 2024 at 03:30 p.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on **31<sup>st</sup> March, 2024** and the Reports of the Board of Directors ("the Board") and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

Appointment of Director in place of Smt. Pallavi D. Gandhi, (DIN: 00339639), who retires by rotation and being eligible, offers herself for re-appointment.

**"RESOLVED THAT** pursuant to the provision of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Pallavi D. Gandhi, (DIN: 00339639), who retires by rotation at the ensuing Annual General Meeting, being eligible and willing for re-appointment, be reappointed as Director liable to retire by rotation.

**RESOLVED FURTHER THAT,** the consent of the members be and hereby accorded for the continuation of Smt. Pallavi D. Gandhi, (DIN: 00339639), as a Whole-time Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS**

3. To consider and approve appointment of Shri Ashwinbhai Maganbhai Prajapati (DIN: 10519641) as an Independent Director of the Company:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on the basis of approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Ashwinbhai Maganbhai Prajapati (DIN: 10519641), who was appointed as an Additional Director in the capacity of Independent Director of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from 01<sup>st</sup> August, 2024 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 for the office of a Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 01<sup>st</sup> August, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider and approve appointment of Shri Hirenkumar Satishkumar Soni (DIN: 10688271) as an Independent Director of the Company:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on the basis of approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Hirenkumar Satishkumar Soni (DIN: 10688271), who was appointed as an Additional

Director in the capacity of Independent Director of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from 01<sup>st</sup> August, 2024 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 for the office of a Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 01<sup>st</sup> August, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors,**

**Registered Office:**

Gandhi Nursing Home Bldg  
Dr. Nalinkant Gandhi Road,  
Himatnagar, Gujarat, India, 383001

**Place: Himatnagar**

**Date: 31<sup>st</sup> July, 2024**

**Harsh Gandhi**  
**Whole-time Director**  
**DIN: 03120638**



**NOTES:**

A. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; December 14, 2021 and December 28, 2022 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM.

B. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

C. Generally, a member entitled to attend and vote at the AGM 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 this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

D. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

E. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto. The venue of the meeting shall be deemed to be the Registered Office of the Company at Himatnagar- 383001, Gujarat.

F. As required by Regulation 36 of the SEBI (LODR) Regulations, 2015 (Listing Regulations) and Secretarial Standard - 2 on General Meetings issued by the

Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking appointment / re-appointment at the ensuing AGM are given in the Annexure to the Notice of the AGM.

G. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE: In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories Participants. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://nalinfin.co.in>, website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).

H. For receiving all communication (including Annual Report) from the Company electronically:

a) Members holding shares in physical mode and who have not registered/updated their e-mail address with the Company are requested to register/update the same by visiting the website of Link Intime India Private Limited at [https://www.linkintime.co.in/EmailRegister/Email\\_Register.html](https://www.linkintime.co.in/EmailRegister/Email_Register.html) with details of folio number and attaching/uploading a self-attested documents required therein. The Company urges all the members to use this link effectively since the Email Ids and Mobile Numbers could help the Company for sending paperless communication in future.

b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

I. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LINK INTIME at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also



required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

J. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **Friday, 06<sup>th</sup> September, 2024** through email on [info@nalinfin.co.in](mailto:info@nalinfin.co.in). The same will be replied by the Company suitably.

#### K. IEPF related information:

The details of unpaid and unclaimed dividends are available on the Company's website at <https://nalinfin.co.in>.

Details of unpaid and unclaimed dividends up to March 31, 2024 are also uploaded on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2020-21 is as under:

Financial Year	Date of Declaration	Date of Payment	Unclaimed Amount (Rs. in Thousands)	Date on which dividend will become part of IEPF
2020-21	07 <sup>th</sup> September, 2021	14 <sup>th</sup> September, 2021	80.22	12 <sup>th</sup> October, 2028

#### L. OTHER INFORMATION

i. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Link Intime India Private Limited. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

ii. The e-voting period begins on **Wednesday, 18<sup>th</sup> September, 2024 at 09:00 a.m. and ends on Friday, 20<sup>th</sup> September, 2024 at 5:00 p.m.** During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Saturday, 14<sup>th</sup> September, 2024** may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited ("LI IPL") for voting thereafter.

iii. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date.

iv. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who 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 the e-voting system during the AGM.

v. Any person who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain



the login ID and password by sending a request at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in). However, if he/she is already registered with LI IPL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.

vi. Shri Amrish Gandhi, proprietor of M/s. Amrish Gandhi & Associates, Company Secretary in Practice (FCS 8193 and CP No: 5656) has been appointed as the Scrutinizer to scrutinize the e-voting at the meeting and remote e-voting process in a fair and transparent manner.

vii. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than two (2) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the stock exchange, Link Intime India Private Limited and will also be displayed on the Company's website.

viii. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company / LI IPL have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.

ix. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ LI IPL, if not registered with the Company/LI IPL, as mandated by SEBI by writing to the Company at [info@nalinfm.co.in](mailto:info@nalinfm.co.in) or to LI IPL at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

x. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent i.e. LI IPL. In respect of shares held in electric/Demat form, the nomination form may be filed with the respective Depository Participant.

xi. Non-Resident Indian members are requested to inform LI IPL / respective DPs, immediately of:

a) Change in their residential status on return to India for permanent settlement.

b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Members are requested to send all their documents and communications pertaining to shares to the Registrar & Transfer (R&T) Agent of the Company:

Link Intime India Private Limited ("LI IPL") at their address at- 1, ABC-1, 506 TO 508, Amarnath Business Centre, Corner, beside Gala Business Centre, Near St. Xavier's College Parking, Sardar Patel Nagar, Ellisbridge, Ahmedabad, Gujarat 380006 |Tel. No: +91 079 2646 5179, for both physical and Demat segments of Equity Shares.

Please quote on all such correspondence- "Unit -Nalin Lease Finance Limited." For Shareholders queries -Tel No: +91 079 2646 5179, Email ID [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in), Website [www.linkintime.co.in](http://www.linkintime.co.in).



#### M. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on "Login".

▶ Select the "Company" and 'Event Date' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for InstaMeet, and your attendance is marked for the meeting).

#### Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.



### Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### Annexure

#### Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the WebEx application in advance by following the instructions as under:

- a) Please download and install the WebEx application by clicking on the link <https://www.webex.com/downloads.html/>



Webex Meetings  
Looking for real time video conferencing?  
HD video for face-to-face meetings  
Flexible audio-only conference call options  
Easy screen sharing  
Meet across any device  
[Download for Windows](#)

Webex Teams  
Looking for messaging and team collaboration?  
One-on-one or group messaging  
Digital two-way whiteboarding  
Rich content and file sharing  
Video calling  
[Download for Windows](#)

Step 1  
Double-click the webexapp.msi file downloaded

Step 2  
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3  
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?  
From: akamaicdn.webex.com  
[Run](#) [Save](#) [Cancel](#)

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

< Back Next > Cancel

Cisco Webex Meetings - InstallShield Wizard

License Agreement

Please read the following license agreement carefully.

CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD)

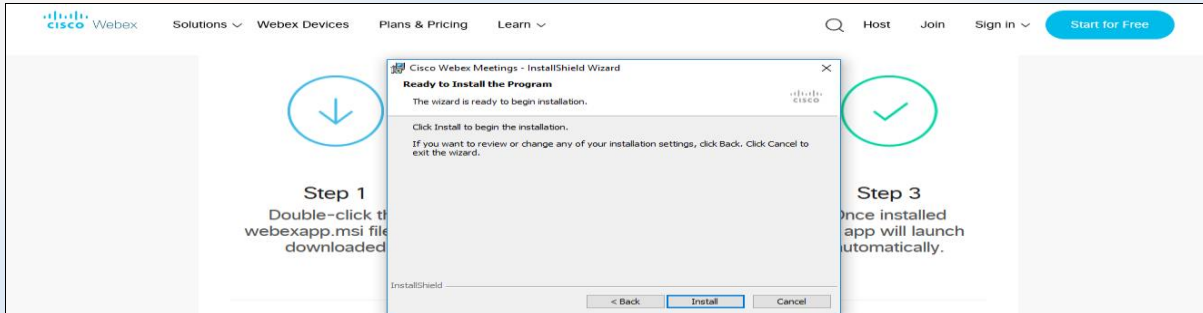
IMPORTANT NOTICE - PLEASE READ PRIOR TO USING THIS SOFTWARE. This license agreement ("License Agreement") is a legal agreement between you (either an individual or an entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON

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InstallShield

< Back Next > Cancel

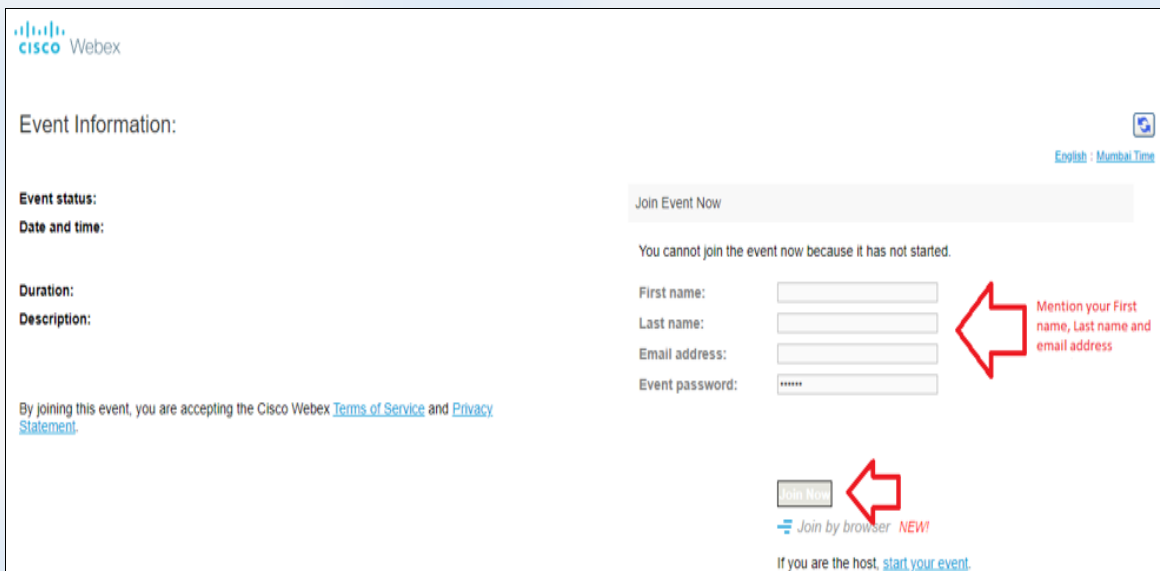




Or

If you do not want to download and install the WebEx application, you may join the meeting by following the process mentioned as under:

<b>Step 1</b>	<b>Enter your First Name, Last Name and Email ID and click on Join Now</b>
<b>1 (A)</b>	If you have already installed the WebEx application on your device, join the meeting by clicking on Join Now
<b>1 (B)</b>	If WebEx application is not installed, a new page will appear giving you an option to either Add WebEx to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



**N. Remote e-Voting Instructions for shareholders:  
Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in Demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their Demat accounts.

**Login method for Individual shareholders holding securities in Demat mode is given below:**

**Individual Shareholders holding securities in Demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".



- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in Demat mode with CDSL:**

**METHOD 1 – If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/loginorwww.cdslindia.com>.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".



- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### Individual Shareholders holding securities in Demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your Demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in Demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

##### A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@! # \$ & \*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.



4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID'-
    - i. Members holding shares in NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.



- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in Demat mode:**

Individual Shareholders holding securities in Demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o **Click on "login"** under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

*User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company*

*User ID for Shareholders holding shares in NSDL Demat account is 8 Character DP ID followed by 8 Digit Client ID*

*User ID for Shareholders holding shares in CDSL Demat account is 16 Digit Beneficiary ID.*

**Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") have forgotten the password:**

If a Non-Individual Shareholders holding securities in Demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o **'Login'** Click on "Login" under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants' website.



- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Registered Office:**  
**Ground Floor, Gandhi Nursing Home Building,**  
**Dr. Nalinkant Gandhi Road, Sabarkantha,**  
**Himatnagar, Gujarat- 383001**

**By Order of the Board of**  
**Directors,**

**Place: Himatnagar**  
**Date: 31<sup>st</sup> July, 2024**

**Harsh Gandhi**  
***Whole-time Director***  
**DIN: 03120638**



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

**Item No. 3 & 4**

Pursuant to Section 161 of the Companies Act, 2013 and the Nomination & Remuneration Committee at its meeting held on 31<sup>st</sup> July, 2024 has recommended and the Board at its meeting held on 31<sup>st</sup> July, 2024 has approved the appointment of Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni as Additional Directors in the capacity of Independent Directors, for a term of 5 (five) consecutive years with effect from 1<sup>st</sup> August, 2024, subject to approval of members of the Company.

Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni have the requisite skills, capabilities and expertise in areas like legal, public relations, liasoning, strategic planning and risk & compliance oversight, through qualification or experience, and in NRC's and Board's opinion, their skill sets, experience and expertise will further strengthen the Board functioning and help the Company in achieving future growth.

Based on their skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni as Independent Directors pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013. Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the Act and the rules framed thereunder for appointment as Independent Directors and they are independent of the Management. They are not restrained from acting as Directors by virtue of any Order passed by SEBI or any such authority and are eligible to be appointed as Directors in terms of Section 164 of the Companies Act, 2013. They have also given their consent to act as Directors.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from members proposing their candidature for the office of Director of the Company. The brief resume of Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni and other details as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions, if any, are provided in **Annexure - A** to this Notice.





In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, their appointment as Non-Executive Independent Directors is now being placed before the Members for their approval.

They do not hold by themselves or for any other person on a beneficial basis, any shares in the Company. Except Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni, being appointee or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3 & 4.

A brief profile of Shri Ashwinbhai Maganbhai Prajapati and Shri Hirenkumar Satishkumar Soni are attached to this notice.

**Registered Office:**  
**Ground Floor, Gandhi Nursing Home Building,**  
**Dr. Nalinkant Gandhi Road, Sabarkantha,**  
**Himatnagar, Gujarat- 383001**

**By Order of the Board of**  
**Directors,**

**Place: Himatnagar**  
**Date: 31<sup>st</sup> July, 2024**

**Harsh Gandhi**  
**Whole-time Director**  
**DIN: 03120638**



## Annexure A

Details of the Director seeking appointment/re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions are as under:

### Item No 2, 3 & 4

Name of the Director	Pallaviben Dilipkumar Gandhi	Ashwinbhai Maganbhai Prajapati	Hirenkumar Satishkumar Soni
Director Identification Number	00339639	10519641	10688271
Date of Birth	06/09/1956	07/09/1974	17/10/1995
Date of Appointment	15/10/1992	01/08/2024	01/08/2024
Nationality	Indian	Indian	Indian
Qualifications	B.A.	M.A. (Part-1)	B.Sc.
Experience (including expertise in specific functional area) / Brief Resume	Having experience of more than 25 years in the management of the Company as Whole-time Director.	He has experience of working as Social Worker and in the field of Social Activities.	He works as a Consultant in a Private Tax Consultancy Firm.
Terms and Conditions of Appointment/Re-appointment	As per the resolution at Item No. 2 of the Notice convening this meeting.	As per the resolution at Item No. 3 of the Notice convening this meeting along with explanatory statement thereto.	As per the resolution at Item No. 4 of the Notice convening this meeting along with explanatory statement thereto.
Details of remuneration sought to be paid	As per the resolution at Item No. 4 of the Notice convening 31 <sup>st</sup> Annual General Meeting read with explanatory statement thereto.	Nil	Nil
Details of remuneration last drawn (during the Financial Year 2023-24)	For remuneration details, please refer to the Board's Report.	Nil	Nil
Number of the equity shares held in the Company	5,62,057	Nil	Nil
No. of Board Meetings Attended	7 (Seven)	Not Applicable	Not Applicable
List of Directorships held in other Companies	Nil	Nil	Nil
Chairmanship/Membership of the Committees of the other Board	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Wife of Mr. Dilipkumar Nalinkant Gandhi, Managing Director	He is not related to any Directors of the Company.	He is not related to any Directors of the Company.

**Registered Office:**  
Ground Floor, Gandhi Nursing Home Building,  
Dr. Nalinkant Gandhi Road, Sabarkantha,  
Himatnagar, Gujarat- 383001

**Place:** Himatnagar  
**Date:** 31<sup>st</sup> July, 2024

**By Order of the Board of Directors,**

**Harsh Gandhi**  
*Whole-time Director*  
DIN: 03120638