

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING ("EGM") NO. 01/2025-26 OF THE MEMBERS OF NAVKAR URBANSTRUCTURE LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, 07<sup>th</sup> DAY OF APRIL, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 304, CIRCLE P, NEAR PRAHLAD NAGAR, S.G. HIGHWAY, AHMEDABAD, - 380051 GUJARAT, TO TRANSACT THE FOLLOWING BUSINESS:

**SPECIAL BUSINESS:**

1. **To increase the Authorized Share Capital and consequent Alteration of Capital Clause of the Memorandum of Association.**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty-Five Crore) Equity Shares of Rs. 2/- each to Rs. 113,00,00,000/- (Rupees One Hundred Thirteen Crores only) comprising of 56,50,00,000 (Fifty- Six Crores and Fifty Lakhs) Equity Shares of Rs. 2/- each. The newly issued equity shares shall pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded for substituting Clause (V) of the Memorandum of Association of the Company with the following new Clause (V):

"(V) The Authorised Share Capital of the Company is Rs. 113,00,00,000/- (Rupees One Hundred Thirteen Crores only) divided into 56,50,00,000 (Fifty- Six Crores and Fifty Lakhs) Equity Shares of Rs. 2/- each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company and with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, differed, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and in accordance with the provisions of the Companies Act, 2013."

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to file, sign, verify and execute all such e-forms with Registrar of Companies, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution."

**2. Approval of issue of Bonus Shares to the Shareholders of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued from time to time by SEBI and/or the Reserve Bank of India (“RBI”) and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company as per the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024, for the purpose of issuance and allotment of bonus equity shares, to be credited as fully paid up shares to the existing equity shareholders of the Company, in the proportion of 3 (Three) new fully paid-up bonus equity share of Rs.2/- (Rupees Two only) each for every 2 (Two) existing fully paid-up equity share of Rs.2/- (Rupees Two only) each held by the Members of the Company as on the Record Date, to be fixed by the Board of Directors of the Company (which shall include any Committee thereof) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company.

**RESOLVED FURTHER THAT**, the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus equity shares to the extent they relate to Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies (‘OCBs’) and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the aforesaid resolution, any one members of the Board or Company Secretary or Board Committee be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, to file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities applying and seeking necessary listing approvals from the Stock Exchange(s), in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all other steps as may be necessary to give effect to this resolution and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution, and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary & Chief Financial Officer of the Company be and are hereby severally authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

**3. Sub- division of every 1 (One) equity share of the nominal/face value of Rs. 2/- (Rupees Two only) each into 2 (Two) equity shares of the nominal/face value of Rs. 1/- (Rupees One only) each**

**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(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws, rules and regulations for the time being in force, if any and prescribed by any relevant authorities from time to time, to the extent applicable and pursuant to the provisions of Memorandum and Articles of Associations of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any competent authority and as approved by the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to sub-divide the Equity Shares of the Company such that every 1(One) Equity Share having nominal/face value of Rs. 2/- (Rupees Two Only) each be sub-divided into 2 (Two) Equity Shares having nominal/face value of Rs. 1/- (Rupees One Only) each.

**RESOLVED FURTHER THAT** pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of the nominal value of Rs. 2/- (Rupees Two Only) each existing on the Record Date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into the Equity Shares of the nominal value of Rs. 1/- (Rupees One only) each, as given below:

**Details of Sub-division of Equity Shares**

Type of Capital	*Pre- Sub-division Share Capital Structure			**Post-Sub-division Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)
Authorised Share Capital	25,00,00,000	2	50,00,00,000	113,00,00,000	1	113,00,00,000
Issued and Subscribed Capital	22,44,19,000	2	44,88,38,000	112,20,95,000	1	112,20,95,000
Paid-up Capital	22,44,19,000	2	44,88,38,000	112,20,95,000	1	112,20,95,000

**\* Effect of Bonus Shares has not been given in Pre Sub-Division of share capital**

**\*\* Effect of Bonus Shares has been given in Post Sub-Division of share capital**

**RESOLVED FURTHER THAT** upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- a) For the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall credit such sub-divided/split Equity Shares to the Demat Suspense Account of the Company and on providing the details of Demat account, such sub-divided/split Equity Shares shall be credited proportionately to the concerned Demat account of the

shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.

- b) For the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary Demat accounts of the Shareholders held with their depository participants, in lieu of the existing credits present in their respective beneficiary Demat accounts.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; and (b) settle any question or difficulty that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto;

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to file necessary e-forms with Ministry of Corporate Affairs and to do all such acts deeds and things as may be required to give effect to the above resolution.”

#### **4. Alteration of Capital Clause of the Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to Section 13 and 61 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 113,00,00,000/- (One Hundred Thirteen Crores) divided into 113,00,00,000/- (One Hundred Thirteen Crores) Equity Shares of Rs. 1/- (Rupees One only) each.”

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

#### **5. To Regularization of Appointment of Mr. Punit Kumar Javaharlal Bhavsar as a Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other

applicable provisions if any, of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 read with Schedule II 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) Mr. Punit Kumar Javaharlal Bhavsar (DIN: 08987296) who was appointed as an Independent Director in the meeting of the Board of Directors held on 19<sup>th</sup> February, 2025 and who is eligible for appointment and meets the criteria for Independence as provided under Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and he has submitted a declaration to that effect and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Act from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term of 5 (five) consecutive years with effect from 19.02.2025 to 18.02.2030.

**RESOLVED FURTHER THAT** any one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

**6. Approval for amendment and adoption of restated Articles of Association of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder, as amended, and other applicable provisions, if any, pursuant to the resolution passed by the Board of Directors in its meeting held on March 07, 2025 and pursuant to mutual discussion amongst the members of the Company, consent of the members of the Company be and is hereby given to adopt the set of restated Articles of Association of the Company and the approval of members be and is also hereby given to approve and adopt the restated Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this resolution and sign and file necessary forms with the Registrar of Companies and to settle any questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** a certified true copy of the resolution and a copy of amended restated Articles of Association signed by any Directors of the Company be provided to the stakeholders and to anyone concerned or interested in the matter."

By Order of the Board of Directors  
**For Navkar Urbanstructure Limited**  
Sd/-

Date: 07.03.2025  
Place: Ahmedabad

(Vijay Amulwani)  
Company Secretary & Compliance Officer  
Membership No. A63557

**Registered Office:**  
**304, Circle P, Near Prahladnagar,**  
**S. G. Highway, Ahmedabad,**  
**Gujarat – 380051.**  
Email: [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in)  
Website: [www.navkarurbanstructure.com](http://www.navkarurbanstructure.com)

**NOTES**

1. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations) and Secretarial Standard 2 on General Meetings, the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under item 1 to 6 set out above are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE 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.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:
  - a) For shares held in electronic form: to their Depository Participants ('DPs'); and
  - b) For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 by sending an email to Company's RTA at [mcstaahmd@gmail.com](mailto:mcstaahmd@gmail.com) or to the Company at [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in)
4. The notice of EGM is being sent to those members/ beneficial owners whose name appeared in the register of members/ list of beneficiaries received from the depositories as on Friday, 7<sup>th</sup> March, 2025
5. Notice of EGM, e-voting instructions, attendance slip and proxy form etc. are sent to the members through e-mail who have registered their e-mail Ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Share Transfer Agent ("RTA").
6. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
7. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("**Remote e-voting**"). Central Depository Services (India) Limited ("CDSL") will provide facility for voting through remote e-voting. Instructions and procedure to be followed by the members for voting though Remote E-voting is explained in the notes below and is available on the website of the Company at [www.navkarurbanstructure.com](http://www.navkarurbanstructure.com).

8. The members can opt for only one mode of voting i.e. remote e-voting or physical voting through ballot paper at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
9. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Monday, March 31, 2025 to email [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in) The same will be replied by the Company suitably.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date i.e. Monday, March 31, 2025.
12. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution. Members whose names appear on the Register of Members / List of Beneficial Owners as on the **Cut-Off Date i.e. Monday, March 31, 2025** will only be considered eligible for the purpose of remote e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

**The remote e-voting period commences from 9.00 a.m. (IST) on Friday, April 4, 2025 and ends at 5.00 p.m. (IST) on Sunday, April 6, 2025. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.**

**INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING**

- I. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and other relevant circulars (collectively referred to as 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 (India) Limited ("CDSL") as the authorized e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by CDSL.
- II. 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. Monday March 31, 2025 shall be entitled to avail the facility of remote e-voting. Any recipient of Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. 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. Monday, March 31, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part.
  - iv. The remote e-voting will commence on Friday, April 4, 2025 at 9.00 a.m. and will end on Sunday, April 6, 2025 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, March 31, 2025 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.
  - v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
  - vi. 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.
  - vii. 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. Monday, March 31, 2025.

**13. Process for those members whose email ids are not registered:****a) For members holding shares in Physical mode**

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 [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in)

**b) Members holding shares in Demat mode:**

Please provide Demat account details (CDSL-16digit beneficiary ID or NSDL- 16digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in)

**14. The instructions for shareholders for remote voting are as under:**

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

- (ii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

**Step 1: Access through Depositories CDSL/NSDL**

- (A) Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (B) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/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 NSDL/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.</p>

**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 and NSDL**

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 character DP ID followed by 8 digits client ID,
  - c. Members holding shares in physical form should enter folio number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “**Navkar Urbanstructure Limited**”
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- A. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, March 31, 2025.
- B. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- C. Mr. Ravi Kapoor, Practicing Company Secretary and proprietor of M/s. Ravi Kapoor & Associates, Ahmedabad, having membership no. 2587 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than Two working days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

- E. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- F. The members who's have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- G. The Results shall be declared after the Extra Ordinary General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.navkarurbanstructure.com](http://www.navkarurbanstructure.com) within two working days of conclusion of the Extra Ordinary General Meeting and will be communicated to BSE and NSE Limited and the same would be placed by them on their website. The results shall also be placed on the website of CDSL.

13. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

By Order of the Board of Directors  
**For Navkar Urbanstructure Limited**  
Sd/-

Date: 07.03.2025  
Place: Ahmedabad

(Vijay Amulwani)  
Company Secretary & Compliance Officer  
Membership No. A63557

**Registered Office:**  
**304, Circle P, Near Prahladnagar,**  
**S. G. Highway, Ahmedabad,**  
**Gujarat – 380051.**  
Email: [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in)  
Website: [www.navkarurbanstructure.com](http://www.navkarurbanstructure.com)

**EXPLANATORY STATEMENT**

**As per Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the businesses mentioned under Item No. 1 to 6 of the accompanying Notice.**

**Item No. 1:****TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:**

Presently, the Authorised Share Capital of the Company stands at Rs. 50,00,00,000 (Rupees Fifty Crore Only) divided into 25,00,00,000 (Twenty- Five Crore) Equity Shares of Rs. 2/- each. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause (V) of the Memorandum of Association of the Company. Pursuant to Section 13, 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an ordinary resolution to the effect.

The Board of Directors in it's meeting held on March 7, 2025 proposed to issue fully paid Bonus equity shares to the shareholders of the Company and thereby expanding the existing paid up capital base of the Company for which the Company would be requiring to increase its Authorised Share Capital, from Rs. 50,00,00,000 (Rupees Fifty Crore Only) divided into 25,00,00,000 (Twenty-Five Crore) Equity Shares of Rs. 2/- each to Rs. 113,00,00,000/- (Rupees One Hundred Thirteen Crores only) comprising of 56,50,00,000 (Fifty- Six Crores and Fifty Lakhs) Equity Shares of Rs. 2/- each. The new equity shares shall be pari-passu in all respects with the existing equity shares of the Company.

Pursuant to Section 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an ordinary resolution to the effect.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No.1 of this Notice except to the extent of their shareholdings in the Company, if any.

The Board recommends to the members to pass the resolution set out in Item No.1 of the accompanying Notice as Ordinary Resolution.

**Item No.2:****APPROVAL OF ISSUE OF BONUS SHARES TO THE SHAREHOLDERS OF THE COMPANY.**

In order to reward the shareholders for their loyalty and investment in the Company, the Company in its Board Meeting held on March 07, 2025 approved and recommended issue of Bonus Equity Shares in the ratio of 3:2, subject to the consent of the Members of the Company i.e. 3 (Three) new fully paid-up equity share of Rs.2/- each be issued for every 2 (Two) existing fully paid-up equity share of Rs. 2/- each held by members whose names appear on the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on such date ("Record Date") to be fixed by the Board of Directors of the Company (which shall include any Committee thereof) in this regard for allotment of shares, aggregating to Rs. 67,32,57,000/- (Rupees Sixty Seven Crores Thirty Two Lakhs Fifty Seven Thousand) divided into 33,66,28,500 (Thirty Three Crores Sixty Six Lakhs Twenty Eight Thousand Five Hundred only) Equity Shares of face value of Rs. 2/- (Rupees Two only) each.

Post issue of Bonus Shares, the Issued and Paid-up Equity Share Capital of the Company will be Rs.112,20,95,000/- (Rupees One Hundred and Twelve Crore Twenty Lakhs Ninety Five Thousand only) divided into 56,10,47,500 (Fifty-Six Crores Ten Lakhs Forty- Seven Thousand Five Hundred) of Rs.2/-(Rupees Two Only).

The issue of Bonus shares by Capitalization of reserves is authorized by Article 200 of the existing Articles of Association of the Company.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus equity shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company along with capitalization of the amount standing to the credit of General reserves and/ or Retained earnings and/ or Securities premium account requires the approval of the Members of the Company.

None of the Directors, Promoters including Promoter Group and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2, except to the extent of their respective shareholding in the Company.

The Board recommends to the members to pass the resolution set out in Item No.2 of the accompanying Notice as an Ordinary Resolution.

**Item No.3:**

**SUB- DIVISION OF EVERY 1 (ONE) EQUITY SHARE OF THE NOMINAL/FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH INTO 2 (TWO) EQUITY SHARES OF THE NOMINAL/FACE VALUE OF RS. 1/- (RUPEES ONE ONLY) EACH.**

Equity Shares of the Company are listed on BSE and NSE Limited. In order to improve the liquidity of the Company's Share and to make it more affordable for small investors and retail investors as also to broaden the small investors base, the Board of Directors of the Company, at its Meeting held on March 07, 2025 has recommended to sub-divide (split) the nominal/face value of each Equity Share having a present value of Rs. 2/- (Rupees Two Only) each into 2 (Two) Equity Shares of face value of Rs. 1/- (Rupees One Only) each, subject to approval of the Members. The Articles of Association of the Company permits sub-division of Shares.

Upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- a) For the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall credit such sub-divided/split Equity Shares to the Demat Suspense Account of the Company and on providing the details of Demat account, such sub-divided/split Equity Shares shall be credited proportionately to the concerned Demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.
- b) For the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary Demat accounts of the Shareholders held with their depository participants, in lieu of the existing credits present in their respective beneficiary Demat accounts.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective Shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Notice as an Ordinary Resolution.

**Item No.4:**

**ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The proposed Sub-division of the 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) each into 2 (Two) Equity Shares of the Face Value of Rs. 1/- (Rupees One Only) each requires amendment in the Capital Clause of the Memorandum of Association of the Company.

Accordingly, Clause V of the Memorandum of Association of the Company is proposed to be amended as set out in Item No. 4 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company, consequent to the proposed sub-division of Equity Shares from Rs. 113,00,00,000 /- (Rupees One Hundred Thirteen Crores Only) divided into 56,50,00,000 (Fifty Six Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 113,00,00,000/- (Rupees One Hundred Thirteen Crores) divided into 113,00,00,000/- (Rupees One Hundred Thirteen Crores) Equity Shares of Rs. 1/- (Rupees One only) each.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective Shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 4 of the accompanying Notice as an Ordinary Resolution.

A copy of the Memorandum of Association and Articles of Association of the Company is open for inspection by the Members on any working day between 11.00 a.m. to 1.00 p.m. at the registered office of the Company upto the date of EGM.

**Item No.5:**

**TO REGULARISATION OF APPOINTMENT OF MR. PUNIT KUMAR JAVAHARLAL BHAVSAR AS A DIRECTOR OF THE COMPANY**

Members are hereby informed that Board of Directors of the Company upon receipt of recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, subject to approval of shareholders of the Company, had approved the appointment of Mr. Punitkumar Javaharlal Bhavsar (DIN: 08987296) as a Non-Executive, Independent Director of the Company for a first term of five years w.e.f. February 19, 2025 through Resolution passed at their meeting held on February 19, 2025.

Mr. Punitkumar Javaharlal Bhavsar (DIN: 08987296) is qualified to be appointed as an Independent Director in terms of Section 149(6) of the Act and has given his written consent to act as a Director of the Company. The Company has received a declaration from Mr. Punitkumar Javaharlal Bhavsar (DIN: 08987296) that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Accordingly, the approval of the Members is sought for the appointment of Mr. Punitkumar Javaharlal Bhavsar (DIN: 08987296) as an Independent Director, not liable to retire by rotation, to hold office for first term of five (5) years, from 19.02.2025 to 18.02.2030 (both days inclusive).



Further, in terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 appointment of Mr. Punitkumar Javaharlal Bhavsar (DIN: 08987296), as an Independent Director requires approval of Members of the Company by passing a special resolution.

Except Mr. Punitkumar Javaharlal Bhavsar (DIN: 08987296), none of the other Directors, Key Managerial Personnel and their relatives, is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 5 of the accompanying Notice as Special Resolution

**Item No.6:****APPROVAL FOR AMENDMENT AND ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

The members are hereby informed that the Board at its meeting held on March 07, 2025 had approved and recommended for amendment and adoption of the restated Articles of Association of the Company pursuant to mutual discussion between the members of the Company.

The restated Articles of Association of the Company is open for inspection by the Members on any working day between 11.00 a.m. to 1.00 p.m. at the registered office of the Company upto the date of EGM..

Pursuant to provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective Shareholding, if any, in the Company.

The Board recommends to the members to pass the resolution set out in Item No.6 of the accompanying Notice as Special Resolution.

By Order of the Board of Directors  
**For Navkar Urbanstructure Limited**  
Sd/-

Date: 07.03.2025  
Place: Ahmedabad

(Vijay Amulwani)  
Company Secretary & Compliance Officer  
Membership No. A63557

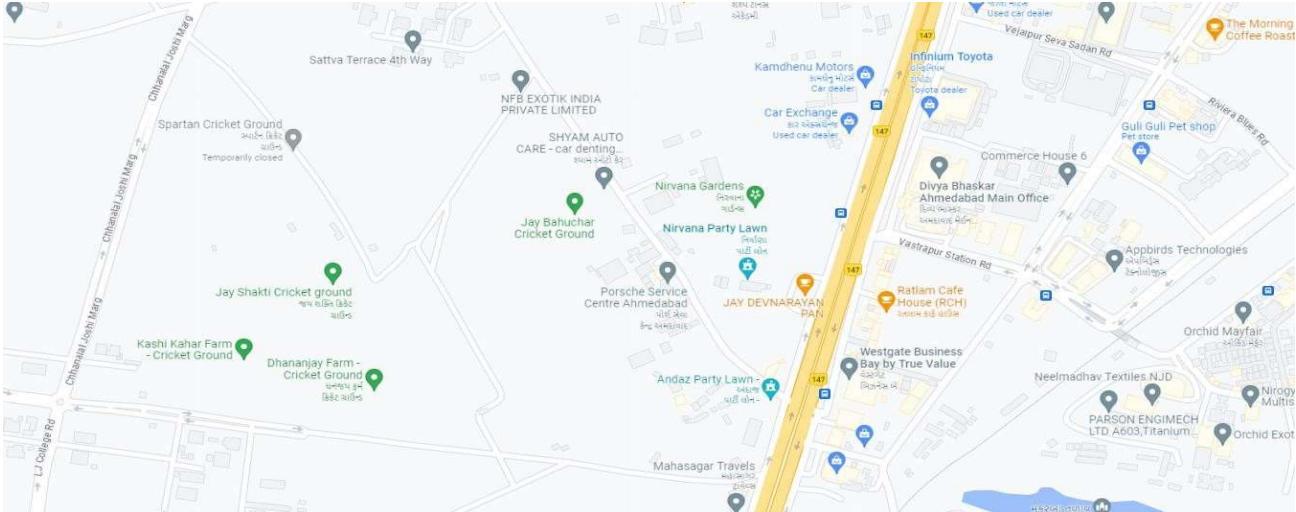
**Registered Office:**  
**304, Circle P, Near Prahladnagar,**  
**S. G. Highway, Ahmedabad,**  
**Gujarat – 380051.**  
Email: [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in)  
Website: [www.navkarurbanstructure.com](http://www.navkarurbanstructure.com)

**ROUTE MAP OF 01/2025-26 EXTRA ORDINARY GENERAL MEETING**

**Venue: 304, Circle P, Near Prahladnagar, SG Highway, Ahmedabad, Gujarat – 380051.**

**Date: April 7, 2025**

**Day and Time: Monday at 11.00 a.m.**



**FORM MGT-11 PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s)	
Registered address	
E-mail Id:	
Folio No/Client Id:	
DP. Id:	

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint:

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:....., or failing him,

2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **01/2025-26 Extra Ordinary General Meeting (“EGM”)** of the Company, to be held on the Monday, April 7, 2025 at 11.00 a.m. at **304, Circle P, Near Prahladnagar, S. G. Highway, Ahmedabad, Gujarat – 380051**, to transact the following businesses and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Special Business
1	To increase the Authorized Share Capital and consequent Alteration of Capital Clause of the Memorandum of Association (Ordinary Resolution).
2	Approval of issue of Bonus Shares to the Shareholders of the Company (Ordinary Resolution)
3	Sub- division of every 1 (one) equity share of the nominal/face value of Rs. 2/- (Rupees Two only) each into 2 (Two) equity shares of the nominal / face value of Rs. 1/- (Rupees one only) each (Ordinary Resolution)
4	Alteration of Capital Clause of the Memorandum of Association of the Company (Ordinary Resolution)
5	To Regularization of an appointment of Mr. Punit Kumar Javaharlal Bhavsar as a Director of the Company (Special Resolution)
6	Approval for Amendment and Adoption of Restated Articles Of Association of the Company (Special Resolution)

Signed this..... day of... 2025

Signature of Shareholder



Signature of Proxy holder(s)

*Note: 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.*

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**ATTENDANCE SLIP**

**01/2025-26 EXTRA ORDINARY GENERAL MEETING– Monday, 07<sup>th</sup> April, 2025 AT 11:00 A.M.**

<b>Name of Member/Proxy</b>		<b>DP Id/Client Id. / Ben. A/c.</b>	
<b>Folio No.</b>		<b>No. of Shares</b>	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **01/2025-26 EXTRA ORDINARY GENERAL MEETING** of the Company being held on Monday, April 7, 2025 at 11:00 A.M. at registered office of the Company situated at 304, Circle P, Near Prahladnagar, S. G. Highway, Ahmedabad, Gujarat – 380051.

\_\_\_\_\_  
Member's/Proxy's  
Signature

**Note:** Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.