

F. P. 145, 3RD Floor, Gurukul CHS,
Ram Mandir Road, Vile Parle (E),
Mumbai - 400 057, Maharashtra, INDIA.
Tel : (91-22) 4218 1111
CIN No. : U24230GJ1990PLC014535

NOTICE

Notice is hereby given that the **Extra-ordinary General Meeting (01/2021-22)** of the Members of **Aditya Medisales Limited** will be held on **Monday, February 21, 2022 at 11.00 A.M.** at **F.P.145, Ram Mandir Road, Vile Parle (East), Mumbai – 400057**, to transact the following business at a shorter notice:

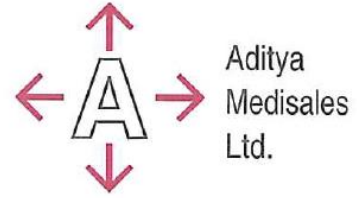
SPECIAL BUSINESS

1. To increase the threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013.

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

“**RESOLVED THAT** in supersession to the special resolution passed by the shareholders on 5th October 2019, and pursuant to the provisions of Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorized to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporates, whether Indian or overseas, in their absolute discretion deem beneficial and in the interest of the Company, in one or more tranches, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 2,500 crores (Rupees Two Thousand Five Hundred Crores Only) or such sum as prescribed under Section 186 of the Companies Act, 2013, whichever is higher.”

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and investment including the timing, amount and other terms and conditions of such loans, guarantees and investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient



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in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investment.”

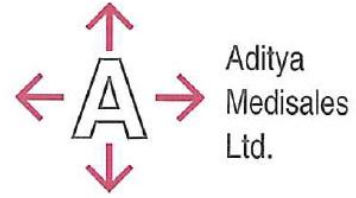
By order of the Board of Directors
For Aditya Medisales Limited,

Sd/-

Ayushi Shah
Company Secretary
Membership No.: A58747

Place: Mumbai
Date: 11.02.2022

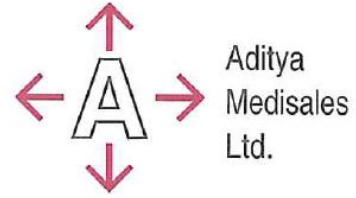
Registered Office:
402, R.K. Centre, 4th Floor,
Fatehgunj Main Road,
Vadodara – 390002, Gujarat
CIN - U24230GJ1990PLC014535



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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A SHAREHOLDER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, SIGNED & DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING.**
- 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 50 (fifty) members and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other Member.
- Corporate shareholders intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- The Company has received the consents from majority of members and holding not less than ninety-five percent of the paid-up share capital and entitled to vote at the Meeting, for convening the meeting at a shorter notice.
- In terms of the requirements of the Secretarial Standards (SS-2) on “General Meetings” issued by the Institute of Company Secretaries of India (“ICSI”) and approved and notified by the Central Government, route map for the location of the aforesaid meeting is enclosed for the convenience of the shareholder(s).



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

Item no. 1

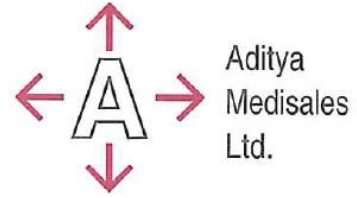
Pursuant to the provisions of Section 186 of the Companies Act, 2013, any company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher. Any company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

The Board of Directors in its meeting held on 4th October 2019 and the shareholders of the Company by way of special resolution passed on 5th October 2019, had approved giving of any loan, guarantee or making investment in shares, debentures etc. upto a maximum amount of Rs. 2,000 Crores.

However, the Company is looking to diversify and explore various avenues of business,, for which the Company may require to make investments. The aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company may exceed the limits of 100% of free reserves and securities premium account in the near future. Consequently, the above limit of Rs. 2,000 Crores may not be sufficient for the purpose and hence it is proposed to increase the aforesaid limits to Rs. 2,500 Crores. Accordingly, the Board of Directors in its meeting held on 11th February 2022 approved increasing the aforesaid threshold from Rs. 2,000 Crores to Rs. 2,500 Crores, subject to approval of the shareholders.

The Board recommends the resolution set out at Item No. 1 for approval of the shareholders as a **Special Resolution**.



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None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

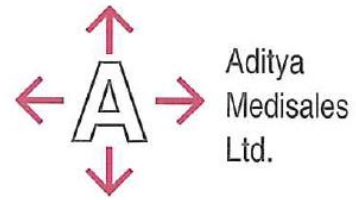
By order of the Board of Directors
For Aditya Medisales Limited,

Sd/-

Ayushi Shah
Company Secretary
Membership No.: A58747

Place: Mumbai
Date: 11.02.2022

Registered Office:
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**Proxy Form
(MGT-11)**

[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

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

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

Name:
E-mail Id:
Address:
Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, February 21, 2022 at 11:00 a.m. F.P.145, Ram Mandir Road, Vile Parle (East), Mumbai – 400057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
	SPECIAL BUSINESS		
1	To increase the threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013		

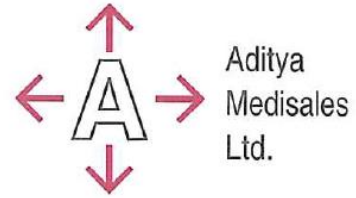
Affix
Revenue
Stamp

Signature of
Shareholder

Signature of
Proxy holder

Signature of the shareholder
across Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company before the commencement of the Meeting



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ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No:

NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

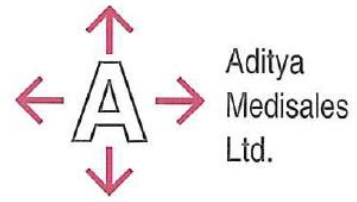
NO. OF SHARES HELD: _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Members of
ADITYA MEDISALES LIMITED held on Monday, February 21, 2022 at 11:00 a.m.
F.P.145, Ram Mandir Road, Vile Parle (East), Mumbai - 400057.

Signature of the Shareholder or Proxy: _____

NOTES:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.



Aditya
Medisales
Ltd.

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ROUTE MAP TO THE EGM VENUE

