

Aditya  
Medisales  
Ltd.  
F. P. 145, 3<sup>RD</sup> 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 (01/2022-23)** of the Members of **Aditya Medisales Limited** will be held on **Wednesday, December 21, 2022 at 10.00 A.M.** at **F.P.145, Ram Mandir Road, Vile Parle (East), Mumbai – 400057**, to transact the following business at a shorter notice:

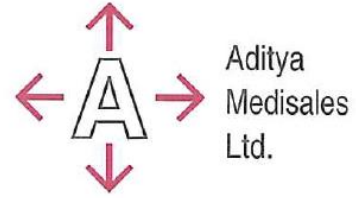
### **SPECIAL BUSINESS**

1. To approve revision in terms of Line of Credit availed from Shanghvi Finance Private Limited..

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

**“RESOLVED THAT** in supersession of earlier resolution passed on September 23, 2021 and August 12, 2022 and pursuant to applicable provisions of the Companies Act, 2013 including the Rules made thereunder and the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), upon recommendation of the Board of the Company, the members do hereby approve to enter/continue to enter into the following transactions with Shanghvi Finance Private Limited, the Holding Company as defined under Section 2(46) of the Companies Act, 2013 and a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from time to time on such terms and conditions as may be mutually agreed between the Company and Related Party:

1.	Name of Related Parties	<b>Shanghvi Finance Private Limited (“SFPL”)</b>		
2.	Nature of Transaction	Line of Credit taken	Line of Credit repaid	Interest expense



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3.	Monetary Value	Upto 1000 crores	Upto 1000 crores	Upto 100 crores
4.	Tenure	Upto 2 years (can be extended mutually)		

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things , settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.”

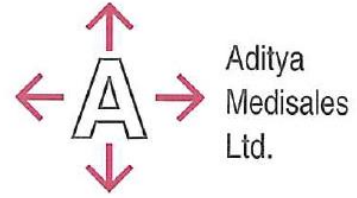
2. To subscribe Optionally Fully Convertible Debentures (OFCDs) issued by AIRAMATRIX Private Limited (Related party).

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 including the Rules made thereunder and the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), upon recommendation of Board of the Company, the members do hereby approve to enter/ continue to enter into the following transactions with AIRAMATRIX Private Limited, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from time to time on such terms and conditions as may be mutually agreed between the Company and Related Party:

Sr. No.	Name of Related Party	Nature of Transaction	Monetary Value
1.	AIRAMATRIX Private Limited	Subscription of Optionally Fully Convertible Debentures	Upto 150 crores

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things , settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.”

By order of the Board of Directors



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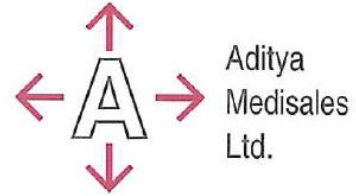
**For Aditya Medisales Limited,**

Sd/-

**Ayushi Shah**  
**Company Secretary**  
**Membership No.: A58747**

Place: Mumbai  
Date: 19.12.2022

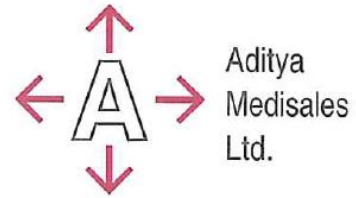
**Registered Office:**  
402, R.K. Centre, 4th Floor,  
Fatehgunj Main Road,  
Vadodara – 390002, Gujarat  
CIN - U24230GJ1990PLC014535



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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**

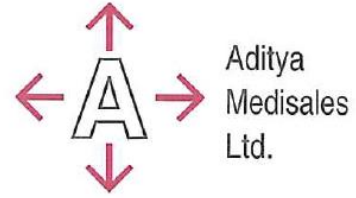
### **Item no. 1**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 w.e.f. 7.9.2021 and regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

In the opinion of the Board availing the facility was in the best interest of the Company and the facility exceeded the threshold limit of ‘materiality’ as per Related Party Transaction Policy of the Company and regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Since all the members of the Company are being related parties of the Company and shall not vote to this resolution as per SEBI LODR regulation, however, pursuant to proviso of Sub section (1) of Section 188 of the Companies Act 2013 shareholders being related party can vote on related party transactions if Companies ninety percent or more members, in number, are relatives of promoters or are related parties.

In exercise of the powers vested by the Shareholders of the Company in their Extra-Ordinary General Meeting held on 5<sup>th</sup> August 2019 pursuant to section 180(1)(c) of the Companies Act, 2013, and based on the prior recommendation of the Audit Committee, the Board of Directors of the Company had, in its meeting held on 19<sup>th</sup> December 2022, approved the revision in the terms of availment of a Line of Credit from Shanghvi Finance Pvt. Ltd., the Holding Company and Solar Aviation Private Limited, a Related Party of the Company as per provisions of Companies Act 2013 and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to meet the Working Capital requirements of the Company, inter alia, on the following terms:

Sr. No.	Particulars	Information					
1.	Name of Related Parties	<b>Shanghvi Finance Private Limited (“SFPL”) (revised terms)</b>			<b>Shanghvi Finance Private Limited (“SFPL”) (before revision)</b>		
2.	Nature of Transaction	Line of Credit taken	Line of Credit repaid	Interest expense	Loan taken	Loan repaid	Interest expense



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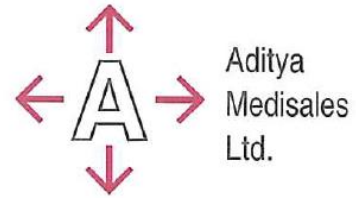
3.	Monetary Value	Upto 1000 crores	Upto 1000 crores	Upto 100 crores	Upto 700 crores	Upto 700 crores	Upto 70 crores
4.	Whether the transactions have been approved by Audit Committee	Yes			Yes		
5.	Nature of Relationship	As per section 2(76) (viii)(A)- Holding Company			As per section 2(76) (viii)(A)- Holding Company		
6.	Name of Director(s) or Key Managerial Personnel who is related	-			-		
7.	Tenure	Upto 2 years (can be extended mutually)			Upto 3 years (can be extended mutually)		
8.	Any other information relevant or important for the members to take decision on the proposed resolution	-			-		

Accordingly, the Board recommends the Resolution as set out at item no.1 of the Notice for ratification and approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

## Item no. 2

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 w.e.f. 7.9.2021 and regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

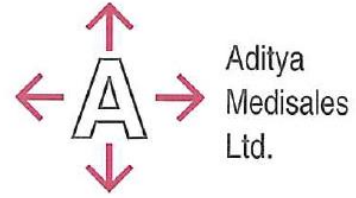


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In the opinion of the Board availing the facility was in the best interest of the Company and the facility exceeded the threshold limit of ‘materiality’ as per Related Party Transaction Policy of the Company and regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Since all the members of the Company are being related parties of the Company and shall not vote to this resolution as per SEBI LODR regulation, however, pursuant to proviso of Sub section (1) of Section 188 of the Companies Act 2013 shareholders being related party can vote on related party transactions if Companies ninety percent or more members, in number, are relatives of promoters or are related parties.

In exercise of the powers vested by the Shareholders of the Company in their Extra-Ordinary General Meeting held on 5<sup>th</sup> August 2019 pursuant to section 180(1)(c) of the Companies Act, 2013, and based on the prior recommendation of the Audit Committee, the Board of Directors of the Company had, in its meeting held on 19<sup>th</sup> December 2022, approved the subscription of 1,50,00,000 (One Crore Fifty Lakhs ) 0.01% Optionally Fully Convertible Debentures (OFCDs) of the face value of Rs. 100/- (Rupees One Hundred only) each amounting to an issue size of Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only) , on private placement basis issued by AIRAMATRIX Private Limited (Related party) inter alia, on the following terms:

Sr. No.	Particulars	
1.	Name of Related Parties	<b>AIRAMATRIX Private Limited</b>
2.	Nature of Transaction	Investment by Subscription of OFCD
3.	Monetary Value	Upto 150 crores
4.	Whether the transactions have been approved by Audit Committee	Yes
5.	Nature of Relationship	As per section 2(76) (viii)
6.	Name of Director(s) or Key Managerial Personnel who is related	-



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7.	Any other information relevant or important for the members to take decision on the proposed resolution	-
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Accordingly, the Board recommends the Resolution as set out at item no.2 of the Notice for ratification and approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

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

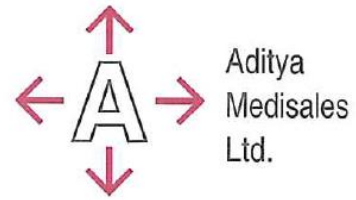
Sd/-

**Ayushi Shah**  
**Company Secretary**  
**Membership No.: A58747**

Place: Mumbai  
Date: 19.12.2022

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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 Wednesday, December 21, 2022 at 10:00 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
	<b>SPECIAL BUSINESS</b>		
1	To approve revision in terms of Line of Credit availed from Shanghvi Finance Private Limited.		
2	To subscribe Optionally Fully Convertible Debentures (OFCDs) issued by AIRAMATRIX Private Limited (Related party)		

Affix  
Revenue  
Stamp

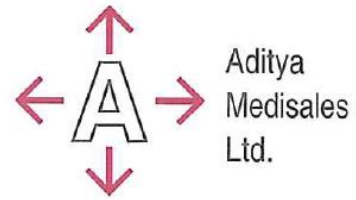
Signature of  
Shareholder

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**

Registered Office : 402, 4<sup>th</sup> Floor, R. K. Centre, Fatehgunj Main Road, Vadodara - 390 002, Gujarat, INDIA.



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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: \_\_\_\_\_

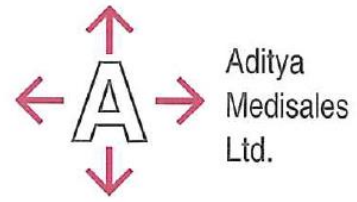
NO. OF SHARES HELD: \_\_\_\_\_

I hereby record my presence at the Extra-Ordinary General Meeting of the Members of ADITYA MEDISALES LIMITED held on Wednesday, December 21, 2022 at 10:00 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.



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## ROUTE MAP TO THE EGM VENUE

