



ADD SHOP PROMOTIONS LTD.

CIN :- U51109GJ2013PLC076482

Reg. Office : B-304, Imperial Heights, 150 Ft. Ring Road,
Rajkot.- 360005, Gujarat (INDIA) Ph.: 0281- 2580399

ADD SHOP PROMOTIONS LTD.

World's Greatest Opportunity

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra Ordinary General Meeting (EGM)** of the members of ADD-SHOP PROMOTIONS LIMITED will be held on Saturday, 14th March, 2020 at 03.00 P.M. at the Registered Office of the Company Situated at B-304, Imperial Height, 150 Ft Ring Road, Rajkot – 360005, to transact the following businesses:

Special Business:

Item No. 1

APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommendation Board of Directors of the company, M/s. Loonia & Associates, (New Auditor) Chartered Accountants (Membership No. 135424, FRN: 130883W), Ahmedabad, Gujarat, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SADP & Co, Chartered Accountants (FRN.: 112625W), Rajkot, Gujarat.

RESOLVED FURTHER THAT M/s. Loonia & Associates, Chartered Accountants, (Membership No. 135424, FRN: 130883W), Ahmedabad, Gujarat, be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT Board of Directors and any other KMP be and are hereby authorized to sign and submit all necessary e-Forms and other documents with the Registrar of Companies(ROC), Gujarat and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

Item No. 2

CHANGE IN NAME OF THE COMPANY

To consider & if thought fit, to pass, with or without modification(s), following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from **“Add-Shop Promotions Limited”** to **“Add-Shop E-Retail Limited** or any other name as may be approved by the Registrar of Companies, Gujarat / Ministry of Corporate Affairs and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is **Add-Shop E-Retail Limited** or any other name as may be approved by Regulatory Authorities.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it

with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

Item No. 3

TO INSERT ADDITIONAL BUSINESS ACTIVITY IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

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 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as “THE MAIN OBJECT OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION”. And after Para 1 and 2 of Clause III (A), following 2 (two) new Para i.e. Para 3 **and** Para 4 shall be added as under:

****3. To manufacture, purchase, sell, produce, grow, import, export, pack, repack, refine, acquire, process, store, distribute, exchange or otherwise deal in all types of Ayurvedic or herbal medicines, drugs, vitamins, tonics, herbal products, ointments, chemicals, spirits, mixtures, powders, tablets, pills, capsules, injections, balms, oils, compounds, extracts, tincture, mouth washes, cosmetics, toiletries, soaps, detergents, shampoo, creams, scents, perfumes and perfumery products including deodorisers, perfumed bath salts, flavours, sprays, scalp lotions, hair oil, hairdyes and tooth pastes and brushes and goods used in hospitals, nursing homes, clinics, laboratories and other health units and all kinds of pharmaceutical cosmetics, preparations used in Homeopathic, Allopathic, Ayurvedic, Unani, Biochemical, nature cure or any other medicinal system or branch of medicine or as beauty aid or personal hygiene; juices, squash, sharbat, nourishment foods and concentrates, bandages, cotton, crutches connected with or required for any one or more of the above mentioned items and products.

****4. To carry on the business of manufacturers fabricators, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockiest, agents distributors and concessionaire of and dealers in agro, fertilizers, manures, animal feeds, urea and other types of organic or inorganic or mixed fertilizers of synthetic or natural origin containing nitrogen, phosphate or other compounds soda ash, insecticides, fungicides and remedies of all kinds whatsoever for agricultural, fruit growing or other purposes whether produced from vegetable or animal matter or by any chemical process or otherwise.

RESOLVED FURTHER THAT necessary addition/changes in the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 4

TO INCREASE BORROWING POWERS OF THE BOARD AND AUTHORIZATION LIMIT TO SECURE THE BORROWINGS UNDER SECTION 180(1)(C) AND 180(1)(A) OF THE COMPANIES, ACT, 2013.

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders/members of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 20 crores (Rupees Twenty Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 20 crores (Rupees Twenty Crores only) for the Company at any time.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 5.

APPROVAL FOR RELATED PARTY TRANSACTIONS.

To consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Dada Organics, a proprietary firm and Dada Organics Private Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale or purchase or sale, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 35 Crore for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT such approval shall also empower the Company to transact with such other parties / entities, in addition to the existing related parties to the Company in which said Directors are interested and which may come into existence on any future date(s) or may fall under the category of a related party / entity to the Company in future.”

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

Item No. 6

CONSENT OF MEMBERS FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE.

To consider and if thought fit, to convey assent or dissent to the following: **Special Resolution.**

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, 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 along with 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 20 Crores (Rupees Twenty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**By order of the Board of Directors
For, Add-Shop Promotions Limited**

**Place: Rajkot
Date: 08.02.2020**

**Nirajkumar Malaviya
Company Secretary
ACS 60333**

Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2) A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than Ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
- 3) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution along with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 4) The register of contracts or arrangements in which Directors are interested, maintained under Section 189 of

the Companies Act, 2013, the Register of Directors and Key Managerial Personal and their share holding maintained under Section 170 of the Companies Act, 2013 read with Rules made there under would be available for inspection by the Members at the Registered Office of the Company on working days, except Saturdays, Sundays and public holidays, between 10:00 A.M. to 04:00 P.M up to the date of the Extra Ordinary General Meeting.

- 5) Members are also requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
- 6) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- 7) To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Members as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. Further periodic statement of holding should be obtained from the concerned DP and holding should be verified.
- 8) The route map showing direction to reach the venue of the Extra ordinary General Meeting is given as a part of this as per the requirements of the Secretarial Standard -2 on General Meeting”.
- 9) Queries on the Accounts and Operations of the Company, if any, may be sent to the company at its registered office at least seven days in advance of the meeting with attention marked to Chief Financial Officer / Managing Director.
- 10) Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to all the members whose email IDs are registered with the Company / Depository Participant(s) / Registrar and Transfer Agents unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form will be sent in the permitted mode.
- 11) The Company has appointed M/s. K. Jatin & Co. (COP: 12043), a firm of Practicing Company Secretaries to act as Scrutinizer, to scrutinize the remote e-voting process and electronic voting system/ ballot or polling paper voting process at the meeting in a fair and transparent manner.

VOTING THROUGH ELECTRONIC MEANS:

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on 09:00 A.M. IST on Wednesday, 11th March, 2020 and ends on 05:00 P.M. IST on Friday, 13th March, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is Friday, 6th March, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders / Members
- IV. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the 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 directly reach 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 the relevant <ADD-SHOP PROMOTIONS LIMITED> on which you choose to vote.

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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XVII. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVIII. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XIX. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.

XX. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

XXI. The facility for voting through ballot paper shall also be made available at the EGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

XXII. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

XXIII. The Company has appointed M/s. K. Jatin & Co., Practicing Company Secretaries, (Certificate of Practice No. 12043) as the scrutinizer for conducting the e-voting process as well as the Ballot process at the Extra Ordinary General Meeting (EGM) in a fair and transparent manner and submits a report thereon.

XXIV. The Scrutinizer shall, after the conclusion of voting at the Extra Ordinary General Meeting (EGM), first count the votes cast at the meeting and 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 shall make, not later than two days of the conclusion of the Extra Ordinary General Meeting (EGM), a consolidated scrutinizer’s report of the total votes cast to the Chairman of the Extra Ordinary General Meeting (EGM) who shall countersign the same and declare the results of the voting forthwith.

XXV. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.addshop.co and shall also be communicated to the BSE Limited, on which shares of the Company are listed.

By order of the Board of Directors
For, **Add-Shop Promotions Limited**

Place: Rajkot
Date: 08.02.2020

Nirajkumar Malaviya
Company Secretary
ACS 60333

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE

Item No. 1

The previous Statutory Auditor of the Company M/s. SADP & Co., Chartered Accountants (Firm Registration No. 112625W) have tendered their resignation w.e.f. 20th December, 2019 from the position of Statutory Auditors due to their busy schedule and heavy work load, as Statutory Auditor of Add-Shop Promotions Limited, Resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the Shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company Recommended that M/s. Loonia & Associates., Chartered Accountants (Membership No. 135424, FRN: 130883W), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SADP & Co., Chartered Accountants.

M/s. Loonia & Associates., Chartered Accountants (Firm Registration No. 130883W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the Members.

Item No. 2

The Board of Directors of the Company in its meeting held on 8th February, 2020 decided to change the name of the Company from "Add-Shop Promotions Limited" to "Add-Shop E-Retail Limited or any other name approved by the MCA" The Directors believe that the change in the name of the Company in order to incorporate additional new activity of the company and has to adopt the suitable name to reflect the main activity of the company more dominantly which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

Item No. 3

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive, and to include other activities to be undertaken by Company i.e. manufacturing of all types of Ayurvedic or herbal cosmetics, medicines, and animal feeds, fertilizers, so it proposed to include, additional objects in the main object clause of the Memorandum of Association of the Company.

The Board at its meeting held on 08th February, 2020 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same, the proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 04.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

Item No. 4

Keeping in view the company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to Rs. 20 crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be Rs. 20 Crores for the Company.

Hence, the Special Resolution at Item No.4 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Item No. 5

To ensure stability of purchase or sale in terms of quality goods, your Company proposes to enter into transaction(s) with M/s. Dada organics (Proprietor) and Dada Organics Private Limited, The quantity to be purchased from M/s. Dada organics(Proprietor) and Dada Organics Private Limited will be based on arms length price. The total value from each party of the proposed transaction(s) could reach up to maximum 35 Crore during financial year 2019-20.

Section 188 of the Act and applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Dada organics (Proprietor) and Dada Organics Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Dada organics (Proprietor) and Dada Organics Private Limited in the financial year 2019-20.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date,

particulars of the transaction(s) with M/s. Dada Organics (Proprietor) and Dada Organics Private Limited are as follows:

Sr.	Particulars	Remarks
1	Name of the Related Party	M/s. Dada Organics (Proprietorship).
2	Name of the Director or KMP who is related	Dineshbhai Bhanushankar Pandya
3	Nature of Relationship	Dineshbhai Bhanushankar Pandya is sole Proprietor in M/s. Dada Organics (Proprietor), and he is Managing Director in company,.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	None

Sr.	Particulars	Remarks
1	Name of the Related Party	Dada Organics Private Limited.
2	Name of the Director or KMP who is related	Dineshbhai Bhanushankar Pandya, Jayshree Dineshbhai Pandya, Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya,
3	Nature of Relationship	Dineshbhai Bhanushankar Pandya, Jayshree Dineshbhai Pandya, Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya, are Directors of Dada Organics Private Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board of Directors recommends passing of the resolution as set out at item No 5 of this Notice as an Ordinary Resolution

Item No. 6

The Company has been making investments, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution

at Item No. 6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

**By order of the Board of Directors
For, Add-Shop Promotions Limited**

**Place: Rajkot
Date: 08.02.2020**

**Nirajkumar Malaviya
Company Secretary
ACS 60333**

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

Registered office: B-304, Imperial Height, 150ft Ring Road, Rajkot - 360005

Email Address: investors@addshop.co

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING – 14/03/2020**

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

Joint shareholders may obtain additional slip at the venue of the meeting.

Name and Registered Address of the Share Holder / Proxy (in Block Letters)	
Registered Folio No. / DP ID – Client ID No.	
No. of Shares	

I/We hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at B-304, Imperial Height, 150ft Ring Road, Rajkot - 360005, on Saturday, 14th March, 2020 at 03:00 P.M.

Signature of the Shareholder

Date:

Note: Shareholders who come to attend the meeting are requested to bring their copies of Notice with them.

Form No. MGT-11
Proxy Form
EXTRA ORDINARY GENERAL MEETING - 14/03/2020

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./Client ID	
DP ID	
No. of Shares	

I/We, being the member(s) of _____ shares of Add-Shop Promotions Limited, hereby appoint.

1) Name: _____ Address: _____
 Email id: _____ Signature: _____ or failing him;

2) Name: _____ Address: _____
 Email id: _____ Signature: _____ or failing him;

3) Name: _____ Address: _____
 Email id: _____ Signature: _____ or failing him;

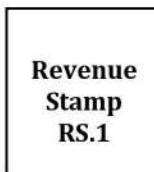
As my/our proxy to attend and vote for me/us at the Extra Ordinary General Meeting of the Company to be held on Saturday, 14th March, 2020 at 03:00 P.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars of Resolutions	For	Against
1	Appointment of Statutory Auditor to fill Casual Vacancy.		
2	Change in Name of the Company.		
3	To Insert Additional Business Activity in Main Object Clause of the Memorandum of Association.		
4	To Increase Borrowing Powers of the Board and authorization limit to Secure the Borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, act, 2013.		
5	Approval for Related Party Transactions.		
6	Consent of Members for Making Investments/extending loans and giving guarantees or providing securities in connection with loans to persons/bodies corporate.		

Signed this, _____ day of _____ 2020

Signature of the Shareholder _____

Signature of Proxy Holder(s) _____



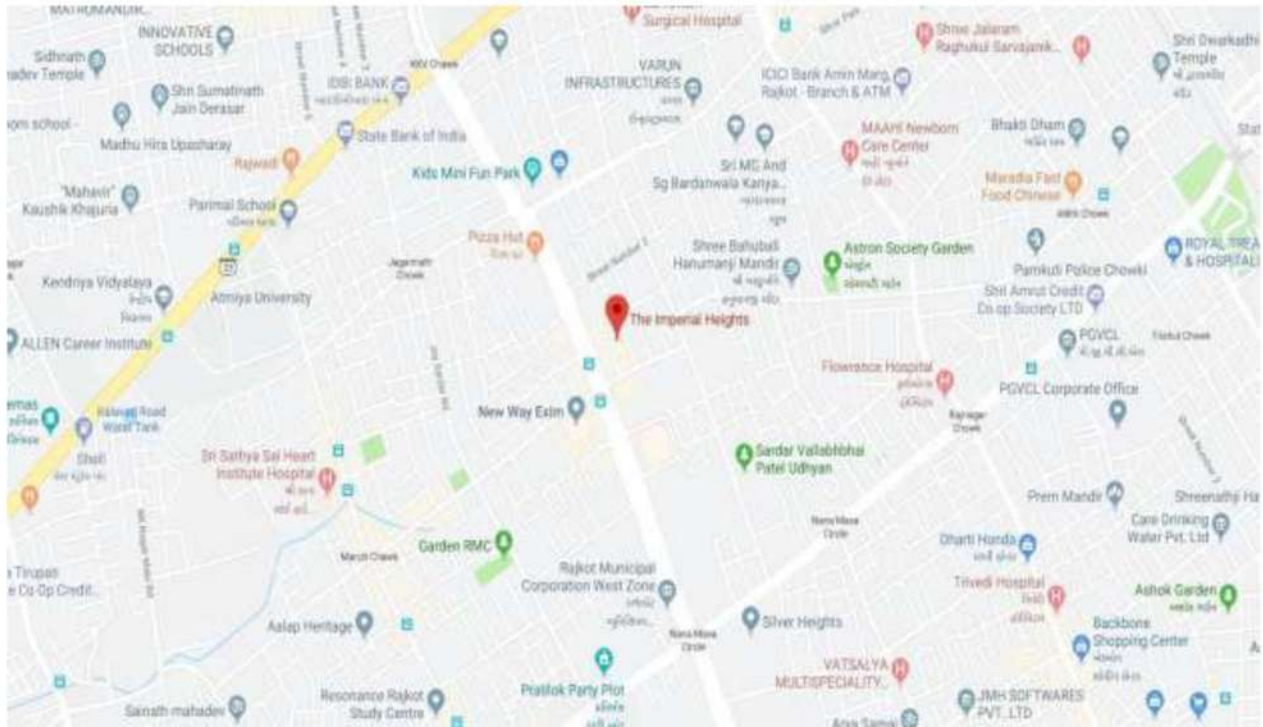
Notes :

- 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.
- A proxy need not be a member of the Company.

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

ROUTE MAP TO EGM VENUE



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ADD-SHOP PROMOTIONS LIMITED

B-304, Imperial Heights, 150 Feet Ring Road, Rajkot – 360005



0281-2580499



investor@addshop.co



www.addshop.co