

ADD-SHOP E-RETAIL LIMITED
(FORMERLY KNOWN AS ADD-SHOP PROMOTIONS LIMITED)
CIN: L51109GJ2013PLC076482

Registered office: B-304, Imperial Heights, 150 Ft. Ring Road, Rajkot – 360 005, Gujarat (INDIA)
Tel. No.: 0281-2580 399

POSTAL BALLOT NOTICE

**[Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given to the members of Add-Shop E-Retail Limited (Formerly Known As Add-Shop Promotions Limited) (“the Company”) pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “Rules”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force and further pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 (the “MCA Circulars”) and any other applicable laws and regulations, for seeking the approval of the Members of the Company by way of Special Resolution for the businesses set out hereunder through Postal Ballot through remote e-voting (“Postal Ballot/ E-Voting”).

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval. The Board of Directors of the Company has appointed (a) Mr. Gaurang R. Shah (Membership No. ACS: 38703, COP: 14446), Proprietor, G R Shah & Associates., Practicing Company Secretaries, having its office at B/ 406,4th Floor, Premium House, Ashram Road, Near Gandhi Gram Station, Ahmedabad-380009, Gujarat as the Scrutinizer, for conducting the postal ballot/e-voting process in a fair and transparent manner and (b) Central Depository Services (India) Limited (CDSL) to provide e-voting facility for the postal ballot. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means. The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Tuesday, December 28, 2021. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk as well as on CDSL website viz. www.evotingindia.com and will be communicated to stock exchange, BSE Limited (BSE) where Equity Shares of the Company are listed.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/e-voting:

SPECIAL BUSINESS:

Item 1: To Increase Authorized Capital of the Company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) by Alteration of the Capital Clause V 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 Sections 61 and 13 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of Add-Shop E-Retail Limited the authorized share capital of the Company be increased from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) divided into 1,15,00,000 (One Crores Fifteen Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) divided into 2,25,00,000 (Two Crores Twenty Five Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each by creation of additional capital of INR 11,00,00,000 (Indian Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crores Ten Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each ranking pari-passu with the existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the Memorandum of Associations of the Company is be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

“V. The Authorized Share Capital of the Company is INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) divided into 2,25,00,000 (Two Crores Twenty Five Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each with power to increase and reduce the capital and divide the shares in the capital for the time being into several classes and attach thereto respectively such preference, deferred or special rights, privileges or conditions as may be determined by the and in accordance with regulations of the Company and to vary, modify or abrogate any rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.”

“**FURTHER RESOLVED THAT** the Chairman of the Company or any one of the Directors of the Company or the Company Secretary of the Company be and are hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the Registrar of Companies, Gujarat, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise 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 2: Approval of the Issuance of Bonus Shares.

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

“**RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2018, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for issue up to 79,30,801 (Seventy Nine Lacs Thirty Thousand Eight Hundred One) equity shares of INR 10/- (Indian Rupees Ten Only) each as bonus shares of an aggregate nominal value upto INR 7,93,08,010/- (Indian Rupees Seven Crores Ninety Three Lacs Eight Thousand Ten Only) as bonus shares to the shareholders out of the Free Reserves and Securities Premium Account.”

“RESOLVED FURTHER THAT:

- a) The bonus issue of shares will be made in the ratio of 7:10 [i.e. 7 (Seven) fully paid up equity shares for every 10 (Ten) equity shares held to the shareholders on such date (Record Date) as may be determined by the board of director(s) after approval of Shareholders in general meeting.
- b) The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.
- c) Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.
- d) No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- e) All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.”

“FURTHER RESOLVED THAT the Chairman of the Company or any one of the Directors of the Company or the Company Secretary of the Company be and are hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the Registrar of Companies, Gujarat, Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors of
Add-Shop E-Retail Limited**

**Date: November 18, 2021
Place: Rajkot**

**Dineshbhai B. Pandya
Managing Director
DIN:06647303**

**Registered office:
B-304, Imperial Heights, 150 Ft. Ring Road,
Rajkot – 360 005**

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts relating to the proposed resolution is annexed hereto.
2. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only.
3. Resolution, if approved, by the shareholders by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the shareholders and the last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. The Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of CDSL to provide E-voting facility to its members. Detailed instructions on E-voting are given as under.
5. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names are appearing in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of working hours on Friday, 19th November, 2021 ('cut-off date'). Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date.
6. This Notice is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Bank/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice along with the Postal Ballot Form is available on the Company's website: www.addshop.co. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company Secretary at info@addshop.co.
7. The voting period for Postal Ballot and E-voting shall commence from Saturday, November 27, 2021 at 9:00 a.m. IST and end on Sunday, December 26, 2021 at 5:00 p.m. IST. Votes received by way of E-voting beyond 5.00 p.m. on Sunday, December 26, 2021 shall be considered invalid.
8. The Board of Directors has appointed Mr. Gaurang Shah (Membership No. ACS: 38703, COP:14446), Proprietor, G R Shah & Associates., Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.
9. Upon completion of the scrutiny of the Postal Ballot Forms and the votes cast through E-voting, the Scrutinizer will submit his report to the Chairperson/Company Secretary. The combined result would be announced by the Company Secretary on or before Tuesday, December 28, 2021. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.addshop.co) and on CDSL and communication of the same will be sent to BSE Limited within the prescribed time.
10. Any query in relation to the said Special Resolution may be sent to: info@addshop.co.

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The instructions of Shareholders for Remote E-Voting.

- (i) The voting period begins on Saturday, November 27, 2021 and ends on Sunday, December 26, 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, November 19, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

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.

- (iii) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e., CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 or joining

	<p>virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsdl.com/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 or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@addshop.co, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- 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 **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit 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) to **Company/RTA email id**.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts:

Item 1: To increase Authorized Capital of the Company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) by Alteration of the Capital Clause V of the Memorandum of Association

At present the Authorized Share Capital of the Company is INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) divided into 1,15,00,000 (One Crores Fifteen Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) out which paid up share capital of the Company is INR 11,32,97,160/- (Indian Rupees Eleven Crores Thirty Two Lacs Ninety Seven Thousand One Hundred Sixty Only) divided into 1,13,29,716 (One Crores Thirteen Lacs Twenty Nine Thousand Seven Hundred Sixteen Only) equity shares of INR 10/- (Indian Rupees Ten Only). The Board of Directors of the Company in its meeting held on Thursday, November 18, 2021, have recommended the issuance of bonus shares in the ratio of 7:10 [i.e. 7 (Seven) fully paid up equity shares for every 10 (Ten) equity shares held.] if the resolution for issuance of bonus shares as recommended by the Board; shall be approved by the members of the Company then additional upto 79,30,801 (Seventy Nine Lacs Thirty Thousand Eight Hundred One) paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up share capital post bonus issue shall be upto INR 19,26,05,170/- (Indian Rupees Nineteen Crores Twenty Six Lacs Five Thousand One Hundred Seventy Only) which shall exceed the present Authorized Share Capital of the Company.

So, in view of the proposed issuance of bonus shares, the present Authorized Share Capital of the Company need to be increased from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) divided into 1,15,00,000 (One Crores Fifteen Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) divided into 2,25,00,000 (Two Crores Twenty Five Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each by creation of additional capital of INR 11,00,00,000 (Indian Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crores Ten Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each.

Further, in view of increasing the Authorized Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorized Share Capital from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lacs Only) divided into 1,15,00,000 (One Crores Fifteen Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each to INR 22,50,00,000/- (Indian Rupees Twenty Two Crores Fifty Lacs Only) divided into 2,25,00,000 (Two Crores Twenty Five Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each by creation of additional capital of INR 11,00,00,000 (Indian Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crores Ten Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the

Company by way of passing a Special Resolution. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution except their shareholding in the Company.

Item 2: Approval of the issuance of Bonus Shares

The Company has performed significantly well both in terms of profit and business with a view to capitalize the Security Premium Account, Free reserves and to rationalize the capital structure, Board of Directors in its meeting held on Thursday, November 18, 2021, have proposed to issue bonus shares at the ratio of 7:10 [i.e. 7 (Seven) fully paid up equity shares for every 10 (Ten) equity shares held]. This bonus allotment will also rationalize the paid up capital of the company with the funds employed in the company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution except their shareholding in the Company.

**By Order of the Board of Directors of
Add-Shop E-Retail Limited**

**Date: November 18, 2021
Place: Rajkot**

**Dineshbhai B. Pandya
Managing Director
DIN: 06647303**

**Registered office:
B-304, Imperial Heights, 150 Ft. Ring Road,
Rajkot – 360 005**