

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

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 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 8 April, 2020 and General Circular No. 17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs (“General Circulars”), 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. Jatin Kapadia (Membership No. ACS: 26725, COP: 12043), Proprietor, K. Jatin & Co., Practicing Company Secretaries, having its office at 307, Abhijyot Square, B/h. Divya Bhaskar House, S. G. Highway, Ahmedabad - 380051, 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 due to country wide lockdown imposed by the Government of India to combat the spreading of the Novel Coronavirus (“COVID-19”) and 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 Monday, July 6, 2020 by 5:00 p.m. 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:

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

Tel. No.:0281 – 2580 399

SPECIAL BUSINESS:

Item 1: Increased Authorized Capital of the Company from INR 7,00,00,000/- (Indian Rupees Seven Crores Only) to INR 11,50,00,000/- (Indian Rupees Eleven 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 Promotions Limited the authorized share capital of the Company be increased from INR 7,00,00,000/- (Indian Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each to 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 by creation of additional capital of INR 4,50,00,000 (Indian Rupees Four Crores Fifty Lacs Only) divided into 45,00,000 (Forty Five 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 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 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.”

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

Tel. No.:0281 – 2580 399

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 upto 48,55,594 (Forty Eight Lacs Fifty Five Thousand Five Hundred Ninety Four) equity shares of INR 10/- (Indian Rupees Ten Only) each as bonus shares of an aggregate nominal value upto INR 4,85,55,940/- (Indian Rupees Four Crores Eighty Five Lacs Fifty Five Thousand Nine Hundred Forty 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 3:4 [i.e. 3 (Three) fully paid up equity shares for every 4 (Four) 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.”

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

Tel. No.:0281 – 2580 399

Item 3: Migration of Listing/ Trading Of Equity Shares of the Company from BSE-SME Platform to Main Board of BSE Limited.

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

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and Regulation 277 of SEBI (ICDR) Regulations 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or reenactment thereof, the Listing Agreement entered into by the Company with BSE Limited (BSE) applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of BSE Limited (BSE) and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Equity Shares of the Company which are currently listed on SME platform of BSE Limited to the main Board of BSE Limited and upon Migration the said Equity Shares be get listed and traded on the capital segment (main Board) of BSE, from the date of approval of Migration/ getting listed and admitted to be dealt on BSE main Board as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board."

"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, 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 Promotions Limited**

**NirajkumarMalaviya
Company Secretary
ACS: 60333**

Date: May 26, 2020

Place: Rajkot

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 due to country wide lockdown imposed by the Government of India to combat the spreading of the Novel Corona virus ("COVID-19") and 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

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

Tel. No.:0281 – 2580 399

3. 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.
4. 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, May 22, 2020 ('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.
5. 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.
6. The voting period for Postal Ballot and E-voting shall commence from Saturday, May 30, 2020 at 9.00 a.m. IST and end on Monday, June 29, 2020 at 5.00 p.m. IST. Votes received by way of E-voting beyond 5.00 p.m. on Monday, June 29, 2020 shall be considered invalid.
7. The Board of Directors has appointed Mr. Jatin Kapadia (Membership No. ACS: 26725, COP: 12043), Proprietor, K. Jatin & Co., Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.
8. 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 Monday, July 06, 2020. 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.
9. Any query in relation to the said Special Resolution may be sent to: info@addshop.co.
10. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The instructions for members for voting electronically are as under:-
 - (a) The voting period begins on Saturday, May 30, 2020, at 9.00 A.M. (IST) and ends on Monday, June 29, 2020, at 5.00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Friday, May 22, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (b) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (c) Click on Shareholders.
 - (d) 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.
 - (e) Next enter the Image Verification as displayed and Click on Login.
 - (f) 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.
 - (g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

Tel. No.:0281 – 2580 399

	demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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.• 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 (d).

- (h) After entering these details appropriately, click on “SUBMIT” tab.
- (i) 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for “Add-Shop Promotions Limited”.
- (l) 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.
- (m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (q) 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.
- (r) **Shareholders can also cast their vote using CDSL’s mobile app “m-Voting” available for all mobile users. The m-Voting app is available on Apple, Android, and Windows based Mobile phones. Shareholders may login to “m-Voting” using their e-voting credentials to vote for the company resolution(s).**
- (s) **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, 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.
- (t) 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.

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

Tel. No.:0281 – 2580 399

ANNEXURE TO NOTICE

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

Item 1: Increased Authorized Capital of the Company from INR 7,00,00,000/- (Indian Rupees Seven Crores Only) to INR 11,50,00,000/- (Indian Rupees Eleven 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 7,00,00,000/- (Indian Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) out of which paid up share capital of the Company is INR 6,47,41,250/- (Indian Rupees Six Crores Forty Seven Lacs Forty One Thousand Two Hundred Fifty Only) divided into 64,74,125 (Sixty Four Lacs Seventy Four Thousand One Hundred Twenty Five) equity shares of INR 10/- (Indian Rupees Ten Only). The Board of Directors of the Company in its meeting held on Tuesday, May 26, 2020, have recommended the issuance of bonus shares in the ratio of 3:4 [i.e. 3 (Three) fully paid up equity shares for every 4 (Four) 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 48,55,594 (Forty Eight Lacs Fifty Five Thousand Five Hundred Ninety Four) 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 11,32,97,190/- (Indian Rupees Eleven Crores Thirty Two Lacs Ninety Seven Thousand One Hundred Ninety 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 7,00,00,000/- (Indian Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each to 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 by creation of additional capital of INR 4,50,00,000 (Indian Rupees Four Crores Fifty Lacs Only) divided into 45,00,000 (Forty Five 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 7,00,00,000/- (Indian Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each to 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 by creation of additional capital of INR 4,50,00,000 (Indian Rupees Four Crores Fifty Lacs Only) divided into 45,00,000 (Forty Five Lacs) equity shares of the face value of INR 10/- (Indian Rupees Ten Only) each.

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

Tel. No.:0281 – 2580 399

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 Tuesday, May 26, 2020, have proposed to issue bonus shares at the ratio of 3:4 [i.e. 3 (Three) fully paid up equity shares for every 4 (Four) 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.

Item 3: Migration of Listing/ Trading Of Equity Shares of the Company from BSE-SME Platform to Main Board of BSE Limited.

As the Members/Shareholders are aware that the equity shares of the Company are listed on SME platform of BSE SME w.e.f 10th September 2018. and as per the SEBI (Issue of Capital Disclosure and Requirements) ICDR Regulations, 2018 (as amended from time to time) the Company having paid up Share Capital of more than Rs. 10 Crore but up to Rs. 25 Crore and whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

The Board of Directors are of the view that the migration of the Company to Main Board will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company. Therefore the Company proposes for migration from SME platform of BSE Limited to Main Board of BSE Limited as and when it becomes eligible for migration.

ADD-SHOP PROMOTIONS LIMITED

CIN: L51109GJ2013PLC076482

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

Mail ID: info@addshop.co; Web Portal: www.addshop.co

Tel. No.:0281 – 2580 399

The members are, therefore, requested to accord their approval for Migration of Company's Equity Shares from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution. Pursuant to Proviso to Regulation 277 of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal.

The Company would approach BSE with necessary application for Migration upon receipt of approval of the Public Shareholders and completion of two years of listing under SME Platform. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of BSE and hence Board of directors recommends the passing of said resolution and seeks your approval.

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 Promotions Limited**

**NirajkumarMalaviya
Company Secretary
ACS: 60333**

**Date: May 26, 2020
Place: Rajkot
Registered office:
B-304, Imperial Heights, 150 Ft. Ring Road,
Rajkot – 360 005**