



Ahimsa Industries Ltd.

160, Devraj Industrial Park, Piplaj-Pirana Road,
Village Piplaj, Ahmedabad - 382405 (INDIA)

T. +91 79 29708292

ahimsagreenpet@ymail.com / info@ahimsaind.com

CIN: L25200GJ1996PLC028679

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai-400051

NSE Scrip Symbol: **AHIMSA**

Dear Sir,

Sub: Notice of 24th Annual General Meeting of Ahimsa Industries Limited

This is with reference to the above mentioned subject, In this regard, we would like to inform you that the 24th Annual General Meeting of the company will be held on Friday, 27th September, 2019 at 11:00 A.M. at Registered office of the company 160, Devraj Industrial Park, Piplaj - Pirana Road, Village Piplaj, Ahmedabad, Gujarat - 382405, India

We request you to kindly take the above said information on record.

For Ahimsa Industries Limited


Ashutosh D. Gandhi
(Managing Director)
(DIN No. 00654563)



Date: 04/09/2019

Place: Ahmedabad

NOTICE

24TH ANNUAL GENERAL MEETING

Notice is hereby given that 24th Annual General Meeting of the members of the company will be held on Friday, 27th September, 2019 at 11.00 A.M. at the registered office of the company at 160, Devraj Industrial Park, Piplaj-Pirana Road, Village Piplaj, Ahmedabad, Gujarat – 382405, India to transact the following business:-

ORDINARY BUSINESS

1. To Approve the Audited Financial Statement of the company for the financial year ended on March 31, 2019 together with the Report of Board of Directors and Report of Auditors thereon.
2. To appoint Mr. Deep K. Trivedi (DIN: 0857064), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Ashutosh Gandhi (DIN: 00654563) as Managing Director of the Company for a period of Five years with effect from 27th Sept, 2019 and liable to retire by rotation, or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mrs. Sneha Ashutosh Gandhi (DIN: 00654675) as Whole time Director of the Company for a period of Five years with effect from 27th Sept, 2019 and liable to retire by rotation, or till such earlier

2018-19

date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

SPECIAL BUSINESS

5. Reappointment of Mr. Ashish Navnitlal Shah (DIN: 00089075) as an Independent Director of the Company

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 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed there under Mr. Ashish Navnitlal Shah (DIN: 00089075), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, the old office for a second term of 5 (Five) years with effect from 27th Sept, 2019, as per recommendation of Nomination and Remuneration Committee”


6. Reappointment of Mr. Bhadresh Arvindbhai Trivedi (DIN: 07218969) as an Independent Director of the Company

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 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed there under Mr. Bhadresh Arvindbhai Trivedi (DIN: 07218969), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, the old office for a second term of 5 (Five) years with effect from 27th Sept, 2019, as per recommendation of Nomination and Remuneration Committee”

For, AHIMSA INDUSTRIES LIMITED

**Place: Ahmedabad
Date: 2nd Sept, 2019**


**Rashmi J. Patel
Company Secretary
(Membership no: A46687)**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 3 of the Notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing a proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. The Record Date for the purpose of determining the eligibility of the Members to attend the 24th Annual General Meeting of Company will be 20th Sept, 2019
6. All documents referred to in the accompanying notice will be kept open for inspection at the Registered Office of Company on all working days between 10.00 a.m. to 12.00 p.m. prior to date of Annual General Meeting.
7. The Notice of 24th Annual General Meeting and the Annual Report 2018-19 of the Company, circulated to the members of the Company, will be made available on the Company's website at www.ahimsaind.com and www.greenpet.in
8. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.

11. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
12. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.

Contact Details:

Company: Ahimsa Industries Limited (CIN: L25200GJ1996PLC028679),
160, Devraj Industrial Park, Piplaj Pirana Road,
Village Piplaj, Ahmedabad – 382045, Gujarat, India
E-mail ID: info@ahimsaind.com, legal@greenpet.in

Registrar and Transfer Agent: Bigshare Services Private Limited
E2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri East, Mumbai-400072
Tel. No: +91 22 40430200

ANNEXURE TO NOTICE

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

For Item no: 3

The Members at the 24th Annual General Meeting ('AGM') held on 27th September, 2019 approved the re-appointment of Mr. Ashutosh Gandhi as managing Director of the Company with effect from 27th Sept, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 2nd Sept, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Ashutosh Damubhai Gandhi as Managing Directors of the Company, as set out in the respective Resolutions relating to their re-appointment, on the following remuneration, individually:-

(I) Basic / Consolidated Salary – 24, 66,750 p.a.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Ashutosh Gandhi have been received by the Company, and consents have been filed by Mr. Ashutosh Gandhi pursuant to Section 152 of the Act.

Additional information in respect of Mr. Ashutosh Gandhi, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'.

Mr. Ashutosh Gandhi, and their relatives, is interested in the Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends these Resolutions for your approval.

For Item no: 4

The Members at the 24th Annual General Meeting ('AGM') held on 27th September, 2019 approved the re-appointment of Mrs. Sneha Ashutosh Gandhi as Whole time Director of the Company with effect from 27th Sept, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 2nd Sept, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of

2018-19

Mrs. Sneha Ashutosh Gandhi as Whole time Director of the Company, as set out in the respective Resolutions relating to their re-appointment, on the following remuneration, individually:-

(I) Basic / Consolidated Salary – 13,44,500 p.a.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mrs. Sneha Ashutosh Gandhi have been received by the Company, and consents have been filed by Mr. Ashutosh Gandhi pursuant to Section 152 of the Act.

Additional information in respect of Mrs. Sneha Ashutosh Gandhi, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'.

Mrs. Sneha Ashutosh Gandhi, and their relatives, is interested in the Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends these Resolutions for your approval.

For Item no: 5

Mr. Ashish Navnitlal Shah (DIN: 00089075) was appointed as a Independent Director on the Board of the Company on 18/12/2014. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 24th Annual General Meeting held on 27th September, 2019 approved the reappointment of Mr. Ashish Navnitlal Shah (DIN: 00089075) as an Independent Director of the Company for a period of 5 years up to March 31, 2024.

The Company has received intimation in Form DIR-8 from Dr. G. Suresh Kumar that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1) (b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Ashish Navnitlal Shah (DIN: 00089075) as an Independent Director of the Company commencing from April 1, 2019 up to March 31, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

For Item no: 6

2018-19



Mr. Bhadresh Arvindbhai Trivedi (DIN: 07218969) was appointed as a Independent Director on the Board of the Company on 24/06/2015. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 24th Annual General Meeting held on 27th September, 2019 approved the reappointment of Mr. Ashish Navnitlal Shah (DIN: 00089075) as an Independent Director of the Company for a period of 5 years up to March 31, 2024.

The Company has received intimation in Form DIR-8 from Dr. G. Suresh Kumar that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Bhadresh Arvindbhai Trivedi (DIN: 07218969) as an Independent Director of the Company commencing from April 1, 2019 up to March 31, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

For, AHIMSA INDUSTRIES LIMITED

A handwritten signature in blue ink, appearing to read "Rashmi J. Patel", written over a horizontal line.

Rashmi J. Patel
Company Secretary
(Membership no: A46687)

Place: Ahmedabad
Date: 2nd Sept, 2019

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment at the forth coming Annual General Meeting:

Particulars	Mr. Deep Trivedi	Mr. Ashish Shah	Mr. Bhadresh Trivedi	Mr. Ashutosh Gandhi	Mrs. Sneha Gandhi
DIN	08176458	00089075	07218969	00654563	00654675
Date of Birth	23/08/1996	28/04/1963	09/08/1965	16/07/1966	03/08/1968
Date of Appointment	09/08/2018	18/12/2014	24/06/2015	24/01/1996	06/10/1999
Qualifications	B.com, Inter CA	B. E in Mechanical Engineering	B.com	B. E. Plastics	B.A
Expertise in specific functional areas and experience	Taxation, Accounting, Financing	Expert in Financial Services space and driving revenue growth	Works at Govt. Dept	Expertise in Plastic Engineering	Works in Administrative Department
Directorship held in other public Companies	Kelesto Advisory Private Limited	*Given below	Nil	Nil	Nil
Membership/ Chairmanships of Committees of other public Companies	Nil	Chairman in Two Committees And Member in Four Committees	Nil	Nil	Nil
No. of Equity Shares held	Nil	Nil	Nil	20,10,000	15,73,950

2018-19

in the Company as on 31/03/2019					
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1. DSFS Shares and Stock broking Private Limited
2. Wealth First Commodities Private Limited
3. Dalal and Shah Fiscal Services Limited
4. Wealth First Investment Advisers Private Limited
5. Jindal Worldwide Limited
6. Shaival Reality Limited
7. Ahimsa Industries Limited
8. Acepro Advisors Private Limited

2018-19



AHIMSA INDUSTRIES LIMITED
CIN:L25200GJ1996PLC028679

**Regd. Office: 160, Devraj Industrial Park, Piplaj Pirana Road, Village Piplaj,
Ahmedabad – 382405, Gujarat, India
Tel. No.:079-29708292**

24th Annual General Meeting – 27th September, 2019

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

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Registered Address:

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Email:

.....
.....

Folio No./Client ID:

.....
.....

DP ID:

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I/ We, being the Member(s) of Shares of the Ahimsa
Industries Limited, hereby appoint

Name:

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2018-19

Address:

.....
.....

Email:

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.....

Signature:

or failing him / her

Name:

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Address:

.....
.....

Email:

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.....

Signature:

or failing him / her

Name:

.....
.....

Address:

.....
.....

Email:

.....
.....

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 24th Annual General Meeting of the company, to be held on Friday, 27th September, 2019 at 11.00 P.M. at 100, Devraj Industrial Park, Piplaj-Pirana Road,

2018-19



Village Piplaj, Ahmedabad, Gujarat – 382405, India and at any adjournment thereof:

Sr. No.	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended at March 31, 2019 together with the Report of Board of Directors and Report of Auditor thereon (Ordinary resolution)		
2.	To appoint Mr. Deep K. Trivedi (DIN: 08176458), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary resolution)		
3.	To reappoint of Mr. Ashutosh Gandhi (DIN: 00654563) as a Managing Director of the company for the period of 5 years with effect from 27 th Sept, 2019 as per provisions of Section 196 read with Section 197 and Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014. . (Ordinary resolution)		
4.	To reappoint Mrs. Sneha Ashutosh Gandhi (DIN: 00654675) as a Whole time Director of the company for the period of 5 years with effect from 27 th Sept, 2019 as per provisions of Section 196 read with Section 197 and Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.		
5.	To reappoint Mr. Ashish Navnitlal Shah (DIN: 00089075) as a independent Director of the Company.		
6.	To reappoint Mr. Bhadresh Arvindbhai Trivedi (DIN: 07218969) as a independent Director of the Company		

Signed this Day of 2019

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.....

Signature of the Member
holder(s)

Signature of the proxy

Affix
Rs. 1/-
Revenue
Stamp

Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. * This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.

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Instructions for shareholders to vote electronically:

Remote e-Voting:

In compliance 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 the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Ahimsa Industries Limited on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-Voting).

The remote e-Voting period commences on 25th September, 2019 (9.00 a.m IST) and ends on 27th September, 2019 (5 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 20th September, 2019.

Members are requested to take following steps:

Information and other instructions relating to remote e-voting are as under:

- (i) The voting period begins on Wednesday, 25th September, 2019 at 9.00 AM(IST) and ends on Friday, 27th September, 2019 at 5.00 PM(IST).

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) i.e. 20th

2018-19

September, 2019, may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for Ahimsa Industries Limited on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If 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.

(xix) 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 application while voting on your mobile.

(xx) 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.

2018-19

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September, 2019 may follow the same instructions as mentioned above for e-Voting.

(xxii) In case of any grievance connected with e-voting, the Members may write to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 or call at toll free number 18002005533 or refer to the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com, under help section or email to helpdesk.evoting@cdslindia.com.