

102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

T. +91 79 27445901 / 02 info@ahimsaind.com | ahimsagreenpet@ymail.com CIN: L_25200GJ1996PLC028679

Date: 6th June, 2016

To, Shareholders of AHIMSA INDUSTRIES LIMITED

Subject: Notice of 21st Annual General Meeting and Annual Return 2015-16

This letter is regarding convening the 21st Annual General Meeting of the Company on Thursday, 30th June, 2016 at 5:00 P.M. at Registered office of Company, 102, Iscon Elegance, Nr. Shapath -5, Prahladnagar Junction, S. G. Highway, Ahmedabad- 380015, Gujarat, India.

Please find enclosed the notice of 21st Annual General Meeting and Annual Report for the financial year 2015-16 being dispatched to Shareholders in permitted mode(s).

The notice of 21st Annual General Meeting is also uploaded on the website of the company, **www.ahimsaind.com & www.greenpet.in**

Please take the note of the same and to make it convenient to attend the Annual General Meeting of Company.

Thanking You,

Yours faithfully, AHIMSA INDUSTRIES LIMITED

P. Panchey

Poonam Panchal (Company Secretary)





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NOTICE

21st ANNUAL GENERAL MEETING

Notice is hereby given that 21st Annual General Meeting of the members of the company will be held on Thursday, 30th June, 2016 at 5:00 P.M. at the registered office of the company at 102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad – 380015, Gujarat, India to transact the following business:-

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited F nancial Statement of the company for the financial year ended March 31, 2016 together with the Report of Board of Directors and Report of Auditor thereon.
- 2. To appoint Mrs. Sneha A. Gandhi(DIN: 00654675), who retires by rotation and being eligible, offers herself for re-appointment.
- 3. To reappoint Auditors of the company to hold office from the conclusion of 21st AGM until the conclusion of the 26th AGM and to fix their remuneration and to pass the following resolution thereof.

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the Rules made there under, M/s Mistry & Shah, Chartered Accountants, Gandhinagar (Firm Registration No. 122702W), be and are hereby reappointed as the Statutory Auditors of the Company, to hold office from the conclusion of 21st Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be determined by the Board of Directors of the Company on a year to year basis".

SPECIAL BUSINESS

4. Appointment of Mr. Kiritkumar H. Trivedi as Non- Executive Director of Company:

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



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

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"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in pursuance to the provisions of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015, Mr. Kiritkumar H. Trivedi (DIN: 07506870), who was appointed as an Additional Director of the Company with effect from May 26, 2016, under Section 161 of the Companies Act, 2013, who is eligible for appointment and signifying his intention to appoint as Non- Executive Director of Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. Revision in the remuneration of Managing Director:

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the continuation of Mr. Ashutosh D. Gandhi (DIN: 00654563), as Managing Director, for period of Five years with effect from December 18, 2014 on the same terms and condition including remuneration as passed by the Members of the Company at the Extra- ordinary General Meeting held on 18th December, 2014 and approval of the members of the Company to the revision of remuneration payable to Mr. Ashutosh D. Gandhi (DIN: 00654563), as Managing Director with effect from April 1, 2016 on the salary, allowance and perquisites on the terms and conditions including remuneration as mentioned below:

Details of remuneration are:

Salary: Mr. Ashutosh Gandhi: Rs. 19,50,000 per annum

Total Salary payable includes:



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

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- Basic salary
- Commission payable, if any
- House Rent Allowance(HRA)
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other perquisites and benefits as per the rules of Company.

Salary mentioned above includes perquisites payable to Mr. Ashutosh D. Gandhi (DIN: 00654563) but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act.

6. Revision in the Remuneration of Whole time Director:

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

"**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the continuation of Mrs. Sneha A. Gandhi (DIN: 00654675), as Whole Time Director, for period of Five years with effect from December 18, 2014 on the same terms and condition including remuneration as passed by the Members of the Company at the Extra- ordinary General Meeting held on 18th December, 2014 and approval of the members of the Company to the revision of remuneration payable to Mrs. Sneha A. Gandhi (DIN: 00654675), as Whole Time Director, with effect from April 1, 2016 on the salary, allowance and perquisites on the terms and conditions including remuneration as mentioned below:



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

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Details of remuneration are:

Salary: Mrs. Sneha Gandhi: Rs. 13,00,000 per annum

Total Salary payable includes:

- Basic salary
- Commission payable, if any
- House Rent Allowance(HRA)
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other perquisites and benefits as per the rules of Company.

Salary mentioned above includes perquisites payable to Mrs. Sneha A. Gandhi(DIN: 00654675) but in any case the total manage ial remuneration shall not exceed the maximum limit prescribed under the Companies Act.

7. 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 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, Messrs. Mistry and Shah, Chartered Accountants (Firm Registration No: 122702W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Messrs. K. H. Trivedi & Company, Chartered Accountants, (Firm Registration No: 111054W)."



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

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"Resolved further that Messrs. Mistry and Shah, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 02nd April, 2016, until the conclusion of the 21st Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

For, AHIMSA INDUSTRIES LIMITED

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Poonam P. Panchal

Company Secretary (Membership No. A44616)



Place: Ahmedabad Date: 26th May, 2016

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 4, Item 5, Item 6 and Item 7 of the Notice is annexed hereto.

NOTES:

- 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 to 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.



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- 5. The record Date for the purpose of determining the eligibility of the Members to attend the 21st Annual General Meeting of Company will be 23rd June, 2016.
- 6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
- 7. The Notice of 21st Annual General Meeting and the Annual Report 2015-2016 of the Company, circulated to the members of the Company, will be made available on the Company's website at <u>www.ahimsaind.com</u> and <u>www.greenpet.in</u>
- 8. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- 9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
- 10. 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. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
- 11. Members holding shares in single name and physical form 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:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. 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.



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13. Electronic copy of the Annual Report for 2015-16 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 2015-16 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),

102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad – 380015, Gujarat, India

E-mail ID: info@ahimsaind.com, legal@greenpet.in

Registrar and Transfer Agent: Bigshare Services Private Limited

4E/8, 1st Floor, Jhandewalan Extention, New Delhi- 110055

Phone number: (011) 23522373

E-mail: <u>Bssdelhi@bigshareonline.com</u>



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ANNEXURE TO NOTICE

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

For Item no: 4

Mr. Kiritkumar H. Trivedi was appointed as Additional Director by the Board of Directors in its meeting held on 26th May, 2016. Pursuant to Section 161 of the Companies Act, 2013 ('Act'), Mr. Kiritkumar H. Trivedi is entitled to hold office upto the date of 21st Annual General Meeting. Mr. Kiritkumar H. Trivedi, aged 65 years, is Chartered Accountant with vast experience in his field of Chartered Accountant. The Company has received from Mr. Kiritkumar H. Trivedi consent in writing to act as Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Kiritkumar H. Trivedi proposed to be appointed as Non-Executive Director fulfils the conditions specified in the Act and Rules made thereunder. A copy of the draft letter of appointment of Mr. Kiritkumar H. Trivedi as an Non- Executive Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting. Except Mr. Kiritkumar H. Trivedi, no other Director or key managerial personnel of the Company or their relatives is concerned or interested in the proposed resolution. The resolution seeks approval of the members for the appointment of Mr. Kiritkumar H. Trivedi as Non-Executive Director of the Company for a term of five consecutive years pursuant to provisions of the Act and Rules made thereunder and that he shall be liable to retire by rotation as per Articles of Association of the Company.

The Board recommends the resolution set forth in item No.4 for the approval of the members.

For Item no: 5 and 6

The member may approve that the based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of Company at their meeting held on 26th May, 2016, approved the increase of Remuneration of Mr. Ashutosh D. Gandhi (DIN: 00654563), as Managing Director and Mrs. Sneha A. Gandhi (DIN: 00654675), as Whole Time Director under the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the



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Companies Act, 2013 and Article of Association of the Company to Rs. 19,50,000 p.a to Mr. Ashutosh D. Gandhi and Rs. 13,00,000 p.a. to Mrs. Sneha A. Gandhi with effect from April 1, 2016 on the salary, allowance and perquisites on the terms and conditions including remuneration.

Salary mentioned above includes perquisites payable to Mr. Ashutosh D. Gandhi (DIN: 00654563) and Mrs. Sneha A. Gandhi(DIN: 00654675) but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act.

Mr. Ashutosh D. Gandhi (DIN: 00654563), as Managing Director and Mrs. Sneha A. Gandhi (DIN: 00654675), as Whole Time Director, both are interested in the resolution of revision of Remuneration respectively.

The Board recommends the Resolution at Item No.: 5 and 6 for approval of the Members.

For Item no: 7

The Members of the Company at the 19th Annual General Meeting held on 29th September, 2014 had appointed M/s. K. H. Trivedi & Co., Chartered Accountants, Ahmedabad (Firm Registration No.: 111054W) as the Statutory Auditor of the Company to hold office from the conclusion of the 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company, subject to ratification of the appointment by the members at every Annual General Meeting held after 19th Annual General Meeting of the Company.

M/s. K. H. Trivedi & Co., Chartered Accountants, Ahmedabad (Firm Registration No.: 111054W), vide their letter dated 2nd April, 2016 agreed to step down and resigned from the position of Statutory Auditors of the Company, 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.

The Board of Directors at its meeting held on 2nd April, 2016, as per the recommendation of the Audit Committee and pursuant to the provisions of section 139(8) under Companies Act, 2013, appointed M/s. Mistry and Shah., Chartered Accountants, (Firm Registration No: 122702W), as the Statutory Auditors to fill the casual vacancy caused due to resignation of M/s. K. H. Trivedi & Co., Chartered Accountants, Ahmedabad subject to the approval by the members in 21st Annual General Meeting of the Company, at such remuneration plus out of pocket expenses, as may be determined and recommended by the Audit Committee in



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

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consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Mistry and Shah., Chartered Accountants, (Firm Registration No: 122702W) to act as Statutory Auditors of the Company in place of M/s. K. H. Trivedi & Co., Chartered Accountants, Ahmedabad (Firm Registration No.: 111054W), *a*'ong with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly consent of the members is sought for passing Ordinary Resolution for Appointment of Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 07.

The Board recommends the Resolution at Item No.: 07 for approval of the Members.

Place: Ahmedabad Date: 26th May, 2016



For, AHIMSA INDUSTRIES LIMITED

Poonam P. Panchal Company Secretary (Membership No. A44616)

P. Panchey

www.ahimsaind.com www.greenpet.in Page 10



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Details of the Directors seeking Appointment /Re-Appointment in the 21st Annual General Meeting of the company pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

1. MRS. SNEHA A. GANDHI – Whole Time Director

| Name of Director | SNEHA A. GANDHI DIN: 00654675 | | |
|--|--|--|--|
| | 3 rd June, 1968 | | |
| Date of Birth | 6 th October, 1999 | | |
| Date of Appointment Relationship with other Directors Inter se | Wife of Managing Director | | |
| Profile & Expertise in Specific functional | Works in Administrative Departmer since 1996 | | |
| Areas | Bachelor of Arts | | |
| Qualification No. of Equity Shares held in the Company | 15,73,950 Shares | | |
| List of other Companies in which | Nil | | |
| Directorships are held | Nil | | |
| List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held | | | |
| Chairmanship/members | | | |



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2. MR. KIRITKUMAR H. TRIVEDI – Non- Executive Director

| | KIRITKUMAR H. TRIVEDI | |
|---|----------------------------------|--|
| Name of Director | DIN: 07506870 | |
| | | |
| | 9 th May, 1951 | |
| Date of Birth | 26 th May, 2016 | |
| Date of Appointment | | |
| Relationship with other Directors Inter se | None | |
| | Practice as Chartered Accountant | |
| Profile & Expertise in Specific functional | Fractice us chill | |
| Areas | | |
| | Chartered Accountant | |
| Qualification No. of Equity Shares held in the Company | Nil | |
| | Nil | |
| List of other Companies in which | 1111 | |
| Directorships are held | | |
| List of committees of Board of Directors | Nil | |
| List of commutees of bound of a | | |
| (across all other Companies) in which | | |
| Chairmanship/Membership is held | | |



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AHIMSA INDUSTRIES LIMITED CIN:L25200GJ1996PLC028679 Regd. Office: 102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad – 380015, Gujarat, India Tel. No.:079-27445901/02

ATTENDANCE SLIP To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company held at 102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad – 380015, Gujarat, India on Thursday, 30th June, 2016 at 5:00 P.M.

Folio No./ Client ID/DPID No.

Full Name of the Shareholder:

Signature:

Full Name of Proxy:

Signature: (To be filled in if the Proxy attends instead of the Member)



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

T. +91 79 27445901 / 02 info@ahimsaind.com | ahimsagreenpet@ymail.com CIN: L25200GJ1996P LC028679

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21st Annual General Meeting – 30th June, 2016

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): | |
|---|--|
| Registered Address: | |
| Email: | |
| Folio No./Client ID: | |
| DP ID: | |
| I/ We, being the Member(s) of hereby appoint | |
| Name: | |
| Address: | |
| Email: | |
| Signature: | |
| or failing him / her | |
| Name: | |
| Address: | |



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

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| mail: |
|----------------------|
| ignature: |
| or failing him / her |
| lame: |
| Address: |
| Email: |
| Signature: |

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 21st Annual General Meeting of the company, to be held on Thursday, 30th June, 2016 at 5:00 P.M. at 102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad – 380015, Gujarat, 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, 2016 together with the Report of Board of Directors and Report of Auditor thereon (Ordinary resolution). | | |
| 2. | To appoint Mrs. Sneha A. Gandhi (DIN: 00654675), who retires by rotation and being eligible offers herself for re- appointment. (Ordinary resolution). | | |



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| 3. | To reappoint Auditors of the company to hold office from the conclusion of 21 st AGM until the conclusion of the 26 th AGM and to fix their remuneration and to pass the following resolution thereof (Ordinary resolution). | |
|----|--|--|
| 4. | To appoint Mr. Kiritkumar H. Trivedi (DIN: 07506870),, who was appointed as an Additional Director of the Company with effect from May 26, 2016, under Section 161 of the Companies Act, 2013 who is eligible to appoint as Non- Executive Director of Company (Ordinary resolution) | |
| 5 | Revision of Remuneration of Mr. Ashutosh D. Gandhi (DIN: 00654563) , Managing Director (Ordinary resolution) | |
| 6. | Revision of Remuneration of Mrs. Sneha A. Gandhi (DIN: 00654675) , Whole Time Director (Ordinary resolution) | |
| 7. | To appoint M/s. Mistry and Shah., Chartered Accountants, Gandhinagar (Firm Registration No: 122702W), as Statutory Auditors of the Company to fill the Casual Vacancy caused by the resignation of M/s. K. H. Trivedi & Co., Chartered Accountants, Ahmedabad (Firm Registration No.: 111054W) | |

Signed this Day of 2014

Signature of the Member

Signature of the proxy hol<u>der(s)</u>

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.

www.ahimsaind.com www.greenpet.in Page 16

Affix R. 1/-Revenue Stamp



102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380 015 (INDIA).

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- 3. A person can act as proxy on behalf of members not exceeding fifty and helding 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 a '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.