



NOTICE TO THE MEMBERS

NOTICE is hereby given that **4TH ANNUAL GENERAL MEETING** of the Members of **M/S. ABHISHEK INTEGRATIONS LIMITED (CIN: U74999GJ2017PLC099749)** will be held on Monday, 31st May, 2021 at 11:00 a.m. at the Registered Office of the Company situated at Shop No. 8-Parulnagar Shopping Centre, Nr. Bhuyangdev Cross Road, Sola Road, Ghatlodia, Ahmedabad -380061, Gujarat, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2021, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Narbada Bhujavan Dwivedi (DIN: 07916027), who retires by rotation and being eligible offers himself for re-appointment.
3. To approve the Appointment of Statutory Auditors appointed on Casual Vacancy.



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

"RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, approval of the members be and is hereby given for the appointment of M/s. Gattani & Associates, Chartered Accountants (FRN: 103097W), as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of Mr. Harish Kumar Maheshwari, Chartered Accountants."

4. Appointment of Statutory Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. Gattani & Associates, Chartered Accountants (FRN: 103097W), as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 04th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors."

SPECIAL BUSINESS:

5. To appoint Ms. Rima Amitbhai Dalal (DIN: 09116659) as an Independent Director

To consider and if though fit, to pass the following resolution, with or without modification, as an Ordinary Resolution.

"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") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Rima Amitbhai Dalal (DIN: 09116659), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 22, 2021 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 1 (One) year, i.e. up to March 21, 2022."

6. To appoint Mr. Sanjay Dayalji Kukadia (DIN: 09116868) as an Independent Director

To consider and if though fit, to pass the following resolution, with or without modification, as an Ordinary Resolution.

"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") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sanjay Dayalji Kukadia (DIN: 09116868), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 22, 2021 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 1 (One) year, i.e. up to March 21, 2022."

Date : 04/05/2021

Place : Ahmedabad

By Order of the Board
FOR ABHISHEK INTEGRATIONS LIMITED



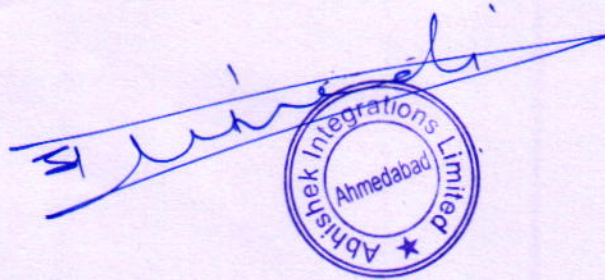
[Signature]
SANJAY NARBADA DUBEY
Chairman
(DIN: 02218614)

NOTES:

- A) A Member is entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself/herself. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- B) The route map showing directions to reach the venue of the AGM is annexed

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Abhishek Integrations Limited" around the top edge, "Ahmedabad" in the center, and a small star symbol at the bottom. The signature is written in a cursive style and extends across the top of the stamp.



EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 5

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board has appointed Ms. Rima Amitbhai Dalal (DIN: 09116659) as an Additional (Independent) Director of the Company with effect from March 22, 2021 to hold office for a period of 1 (One) year, i.e. up to March 21, 2022. In terms of the provisions of Section 161(1) of the Act, Ms. Rima Amitbhai Dalal would hold office up to the date of this Annual General Meeting. Further, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members by way of Ordinary Resolution.

Ms. Rima Amitbhai Dalal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Ms. Rima Amitbhai Dalal that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Ms. Rima Amitbhai Dalal fulfills the conditions for her appointment as an Independent Director as specified in the Act. Ms. Rima Amitbhai Dalal is independent of the management and possesses appropriate skills, experience and knowledge

Copy of draft letter of appointment of Ms. Rima Amitbhai Dalal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

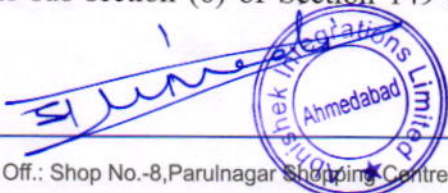
None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the member.

Item No. 6

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board has appointed Mr. Sanjay Dayalji Kukadia (DIN: 09116868) as an Additional (Independent) Director of the Company with effect from March 22, 2021 to hold office for a period of 1 (One) year, i.e. up to March 21, 2022. In terms of the provisions of Section 161(1) of the Act, Mr. Sanjay Dayalji Kukadia would hold office up to the date of this Annual General Meeting. Further, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members by way of Ordinary Resolution.

Mr. Sanjay Dayalji Kukadia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Sanjay Dayalji Kukadia that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Sanjay Dayalji



Kukadia fulfills the conditions for her appointment as an Independent Director as specified in the Act. Mr. Sanjay Dayalji Kukadia is independent of the management and possesses appropriate skills, experience and knowledge

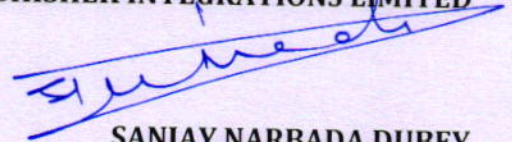
Copy of draft letter of appointment of Mr. Sanjay Dayalji Kukadia setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the member

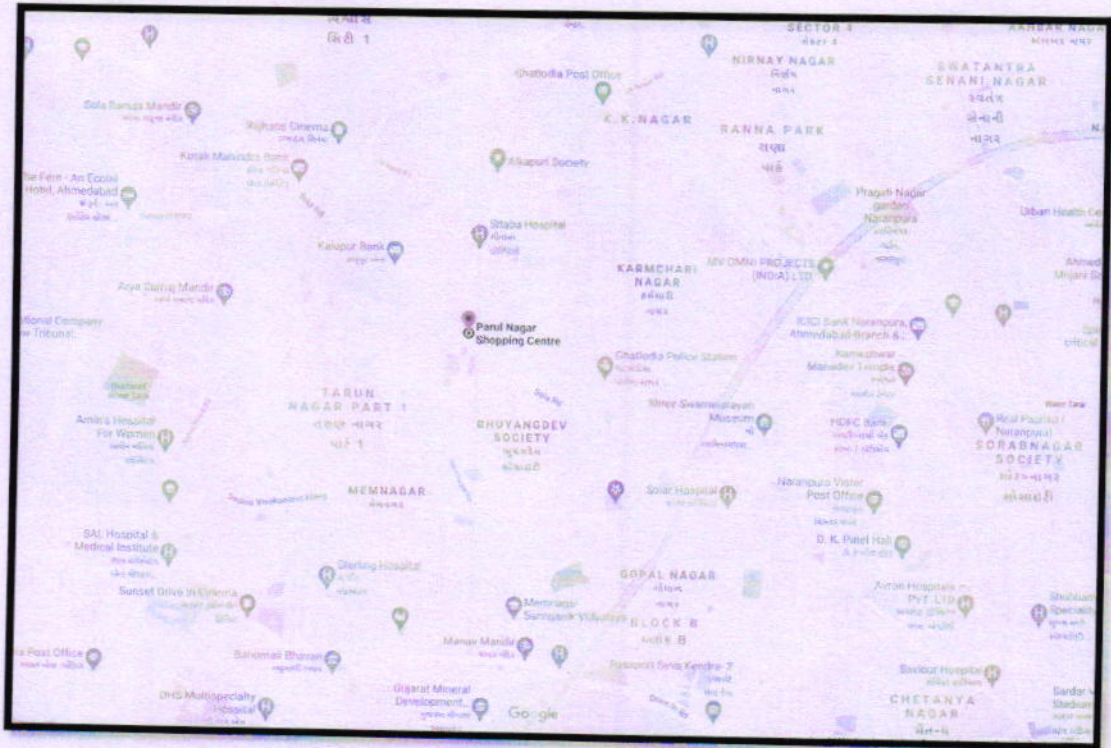
Date : 04/05/2021
Place : Ahmedabad

**By Order of the Board
FOR ABHISHEK INTEGRATIONS LIMITED**



SANJAY NARBADA DUBEY
Chairman
(DIN: 02218614)

The route map showing directions to reach the venue of the AGM



Venue of AGM:
Shop No. 8-Parulnagar Shopping Centre,
Nr. Bhuyangdev Cross Road, Sola Road,
Ghatlodia, Ahmedabad -380061,
Gujarat, India

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Abhishek Integrations Limited
Ahmedabad