

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of the company will be held on **Saturday 26th September, 2020 at 11.00 A.M** at E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31st March, 2020 and Statement of Profit and Loss for the year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Dipak Kumar Jain, Director who retires by rotation and being eligible offer himself for re-appointment.

SPECIAL BUSINESS:

3. To revise and increase the remuneration payable to Mr. Dipak Kumar Jain, Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to revise and increase the remuneration not exceeding to Rs.9,25,000/- Per Annum payable to Mr. Dipak Kumar Jain Director of the Company w.e.f. 01st September, 2020."

4. To convert unsecured loans into equity.

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 section 62 (1) (c), 179 (3) (c) of Companies Act, 2013 read with Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, Consent of the members be and is hereby accorded to offer, issue and allot 736000 (Seven Lakh Thirty Six Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each, at a price of Rs. 29/- (Rupees Twenty Nine Only) per share including premium of Rs. 19/- (Rupees Nineteen Only) per equity share in lieu and against conversion of the long term unsecured loan borrowed from the Whole Time Directors of the Company.

RESOLVED FURTHER THAT allotment of Equity Shares to allottees against conversion of unsecured loan shall be at the same terms and conditions as per the proposed issue approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the equity shares so issued shall rank pari passu in all respects with the existing equity shares."

For Shri Ahimsa Mines and Minerals Ltd.

Mamun Kumar Jain

Managing Director

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

5. To convert Preference Shares into equity shares 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 section 48, 55, 62 (1) (c), 179 (3) (c) of Companies Act, 2013 read with Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, Consent of the Members be and is hereby accorded to offer, issue and allot 414000 (Four Lakh Fourteen Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each, at a price of Rs. 29/- (Rupees Twenty Nine Only) per share including premium of Rs. 19/- (Rupees Nineteen Only) per equity share in lieu and against the conversion of preference share capital of Rs.1.2 Crore (Rupees One Crore Twenty Lakhs only) constituting 12,00,000 (Twelve Lakh) Preference Shares of Rs. 10 (Rupees Ten Only) each issued by the company.

RESOLVED FURTHER THAT allotment of Equity Shares to the allottees against the preference shares shall be at the same terms and conditions as per the proposed issue approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the equity shares so issued shall rank pari passu in all respects with the existing equity shares.”

By Order Of the Board of Directors

Nemi Chand Jain

Nemi Chand Jain
DIN : 00434383
Managing Director
R/o:- 202, Upsana Apartment,E-14,
Bihari Marg, Banipark, Shastri Nagar
Jaipur-302016 Rajasthan

Place: Jaipur

Date: 31.08.2020

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

Notes:

1. *In the wake of the prevailing COVID-19 situation and in order to strengthen the containment measures and in the reference to the various state and central government guidelines and considering the safety of our members the company shall ensure to comply with all the applicable guidelines (modified from time to time) during AGM and request all its members to kindly follow the same strictly.*
We have taken all measure to keep the venue clean and hygienic and request you all to comply the following measures and other applicable instructions issued by the various government authorities:
 - *Must wear facemask throughout the meeting.*
 - *Must sanitize before entering into meeting room.*
 - *Must maintain prescribed social distancing norms.*
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 the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the Company duly filled up not later than forty eight hours before the commencement of the meeting duly stamped and signed.
3. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours up to the date of the Meeting.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
6. Route Map of the venue of the meeting has been annexed separately.

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

Item No.2

As regards re-appointment of Mr. Dipak Kumar Jain referred in Item No.2 of the Notice following disclosure are made pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India:

Particulars	Mr. Dipak Kumar Jain
Designation	Director
DIN	01217721
Date of Birth	01/03/1974
Original Date of Appointment	13/03/2004
Qualifications	Company Secretary
Experience in specific functional areas	15 years of industrial experience
Directorship held in Other public company	Nil
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	Nil
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking Into Account The Turnover Of The Company And Responsibilities Of The Directors, The Remuneration Being Proposed To Be Paid To Them Is Reasonable And In Line With The Remuneration Levels In The Industry Across The Country.
Past Remuneration	Rs.8,05,000
Proposed Remuneration w.e.f. 01.09.2020	Rs.9,25,000
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Nil

Item No.3

On the basis of the professional expertise, contribution and guidance provided by Mr. Dipak kumar Jain, Director of the Company, Board of Directors has proposed to revise and increase the remuneration from Rs.8,05,000/- Per Annum to Rs.9,25,000/- Per Annum w.e.f. 01.09.2020.

Hence the Board of Directors recommends the resolution as specified in Item No.3 for the necessary approval of the members.

Except Mr. Dipak Kumar Jain, None of the Directors, Promoters/KMP/and their relatives are interested or concerned in passing of the said resolution.

Item No. 4

On the basis of the request received from the Promoters of the Company and keeping in view the financial and liquidity position of the Company, Board of Directors has recommended to convert the unsecured

For Shri Ahimsa Mines and Minerals Ltd.

Dipak Kumar Jain

Managing Director

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

Loan borrowed from Mr. Amit Kumar Jain and Mrs. Sumitra Devi Jain and to issue and allot 736000 (Seven Lakh Thirty Six Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each, at a price of Rs. 29/- (Rupees Twenty Nine Only) per share including premium of Rs. 19/- (Rupees Nineteen Only) per equity share on Preferential basis on such terms and conditions as the Board of Directors may, from time to time, deem fit and most beneficial to the Company.

The Information as required under Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 for Further Issue as detailed below:

- a) **Object of the Issue:** Keeping in view the Business expansion plans and future investments in the business projects, to strengthen the financial position of the Company and to meet up the debt equity ratio Company has proposed to raise its Capital by issuing Equity Shares.
- b) **The total number of shares or other securities to be issued;** 736000 (Seven Lakh Thirty Six Thousand) Equity Shares.
- c) **Price at which such shares are proposed to be issued:** As per the Valuation report received from Mr. Sandeep Kumar Jain, i.e. Rs.29 including premium of Rs. 19/- per share.
- d) **Basis on which the price has been arrived at:** As per the Valuation report received from Mr. Sandeep Kumar Jain, i.e. Rs.29 including premium of Rs. 19/- per share.
- e) **Relevant date with reference to which the price has been arrived at:** 31st March,2020.
- f) **The class or classes of persons to whom the allotment is proposed to be made:** Whole Time Directors of the Company.
- g) **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** Equity shares being offered to the Whole Time Directors of the Company to strengthen the financial position of the Company.
- h) **The proposed time within which the allotment shall be completed:** Within 60 days from the date of passing of the special resolution.
- i) **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** Mr. Amit Kumar Jain and Mrs. Sumitra Jain, Whole Time Directors of the Company, intend to subscribe to the Equity Shares and the percentage of post preferential offer capital that may be held by them collectively shall be 32.48 per cent.
- j) **The change in control, if any, in the company that would occur consequent to the preferential offer:** There will be no change in the management control of the Company on account of this proposed issue.
- k) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** Nil
- l) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:** The proposed allotment is being made

For Shri Ahimsa Mines and Minerals Ltd.

Sumitra Devi Jain

Managing Director

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

through conversion of Unsecured Loan into Equity taking into consideration of the Valuation Report issued by the Registered Valuer.

m) The pre issue and post issue shareholding pattern of the company in the following format-

The Pre Issue And Post Issue Shareholding Pattern Of The Company (Equity Shares)

Sr. No.	Category	Pre-Issue		Post-Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoter's Holding:				
1	Indian:				
	Individual	2182300	62.62	2918300	69.14
	Bodies Corporate:	792500	22.74	792500	18.77
	Sub-total	2974800	85.36	2974800	87.91
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	2974800	85.36	3710800	87.91
B	Non-Promoter's holding:				
1	Institutional Investors	-	-	-	-
2	Non- Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	402700	11.55	402700	9.54
	others (including NRIs)	107500	3.09	107500	2.55
	Sub-total (B)	510200	14.64	510200	12.09
	GRAND TOTAL (A+B)	3485000	100.00	4221000	100.00

Pre-Issue And Post-Issue Shareholding Pattern Of The Company (Preference Shares)

Sr. No.	Category	Pre-Issue		Post-Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoter's Holding:				
1	Indian:				
	Individual	1200000	100	1200000	100
	Bodies Corporate:	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	1200000	100	1200000	100
B	Non-Promoter's holding:				

For Shri Ahimsa Mines and Minerals Ltd.

Mani Manoj Jain

Managing Director

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

1	Institutional Investors	-	-	-	-
2	Non- Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	others (including NRIs)	-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL (A+B)	1200000	100	1200000	100

Except Mr. Dipak Kumar Jain, Director of the Company all the Directors are interested or concerned in the passing of the said resolution.

Item No. 5

On the basis of the request received from the Preference Shareholder's of the Company and to meet out the working capital requirements Board of Directors has proposed to raise the funds through preferential issue of the Equity Shares.

Board has recommended to convert the Preference Share Capital of Rs.1.2 Crores (Rupees One Crore Twenty Lakhs only) constituting 12,00,000 (Twelve Lakh) Preference Shares of Rs. 10 (Rupees Ten Only) each into 414000 (Four Lakh Fourteen Thousand) equity shares to the allottees in lieu and against the preference shares on Preferential basis on such terms and conditions as the Board of Directors may, from time to time, deem fit and most beneficial to the Company. The Information as required under Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 for Further Issue is as under:

- a) **Object of the Issue:** To meet out the working capital requirements and to strengthen the financial position of the Company.
- b) **The total number of shares or other securities to be issued;** 414000 (Four Lakh Fourteen Thousand) Equity Shares.
- c) **Price at which such shares are proposed to be issued:** As per the Valuation report received from Mr. Sandeep Kumar Jain, i.e. Rs.29 including premium of Rs. 19/- per share.
- d) **Basis on which the price has been arrived at:** As per the Valuation report received from Mr. Sandeep Kumar Jain, i.e. Rs.29 including premium of Rs. 19/- per share.
- e) **Relevant date with reference to which the price has been arrived at:** 31st March,2020.
- f) **The class or classes of persons to whom the allotment is proposed to be made:** Promoters and Key Managerial Person of the Company i.e. Mr. Nemi Chand Jain and Mr. Amit Kumar Jain.

For Shri Ahimsa Mines and Minerals Ltd.

Nemi Chand Jain

Managing Director

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

- g) **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** Equity shares being offered to the promoters/KMP of the Company to strengthen the financial position of the Company.
- h) **The proposed time within which the allotment shall be completed:** Within 60 days from the date of passing of the special resolution.
- i) **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** Mr. Amit Kumar Jain Whole Time Director and Mr. Nemi Chand Jain, Managing Director of the Company, intend to subscribe to the Equity Shares and the percentage of post preferential offer capital that may be held by them collectively shall be 65.65 per cent.
- j) **The change in control, if any, in the company that would occur consequent to the preferential offer:** There will be no change in the management control of the Company on account of this proposed issue.
- k) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** Nil
- l) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:** The proposed allotment is being made through conversion of Preference Shares into Equity taking into consideration of the Valuation Report issued by the Registered Valuer.
- m) **The pre issue and post issue shareholding pattern of the company in the following format-**

The Pre Issue And Post Issue Shareholding Pattern Of The Company (Equity Shares)

Sr. No.	Category	Pre-Issue		Post-Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoter's Holding:				
1	Indian:				
	Individual	2918300	69.14	3332300	71.90
	Bodies Corporate:	792500	18.77	792500	17.10
	Sub-total	3710800	87.91	4124800	89.00
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	3710800	87.91	4124800	89.00
B	Non-Promoter's holding:				
1	Institutional Investors	-	-	-	-
2	Non- Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	402700	9.54	402700	8.68

For Shri Ahimsa Mines and Minerals Ltd.
Nemi Chand Jain

Managing Director

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

others (including NRIs)	107500	2.55	107500	2.32
Sub-total (B)	510200	12.09	510200	11.00
GRAND TOTAL (A+B)	4221000	100.00	4635000	100.00

Pre-Issue And Post-Issue Shareholding Pattern Of The Company (Preference Shares)

Sr. No.	Category	Pre-Issue		Post-Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoter's Holding:				
1	Indian:				
	Individual	1200000	100	0	0
	Bodies Corporate:	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	1200000	100	0	0
B	Non-Promoter's holding:				
1	Institutional Investors	-	-	-	-
2	Non- Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	others (including NRIs)	-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL (A+B)	1200000	100	0	0

Except Mr. Dipak Kumar Jain, Director of the Company all the Directors are interested or concerned in the passing of the said resolution.

By Order Of the Board of Directors

Nemi Chand Jain

Nemi Chand Jain

DIN : 00434383

Managing Director

**R/o:- 202, Upsana Apartment, E-14,
Bihari Marg, Banipark, Shastri Nagar
Jaipur-302016 Rajasthan**

Place: Jaipur

Date : 31.08.2020

ATTENDANCE SLIP

I/We.....R/o hereby
record my/our presence at the 30th Annual General Meeting of the Company at E-94, Industrial Area
Bagru Ext., Bagru, Jaipur-303007, Rajasthan

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/ proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Physical copy of the Annual Report for 2020 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

MGT-11
PROXY FORM

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

CIN: U14101RJ1990PLC005641

Name of the Company: Shri Ahimsa Mines And Minerals Limited

Registered office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan

Name of the member(s):	Email Id:
	No. Of shares held
Registered Address:	

I/we being the member(s) of the Shri Ahimsa Mines And Minerals Limited hereby appoint:

S.No.	Name	Address	E-Mail Address	
				Or failing him
				Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Saturday, 26th September, 2020 at 11:00 A.M. at E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1	To receive, consider and adopt the audited Financial Statements of the company for the period ended 31 st March, 2020 together with Report of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Shri Dipak Kumar Jain, Director of the Company who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.		
3	To revise and increase the remuneration payable to Mr. Dipak Kumar Jain.		
4	To convert unsecured loans into Equity Shares of the company.		
5	To convert Preference Shares into Equity Shares of the company.		

Signed this.....day of2020
 Signature of shareholder
 Signature of Proxy holder(s) (1)
 Signature of Proxy holder(s) (2).....
 Signature of Proxy holder(s) (3).....

Affix Revenue Stamp

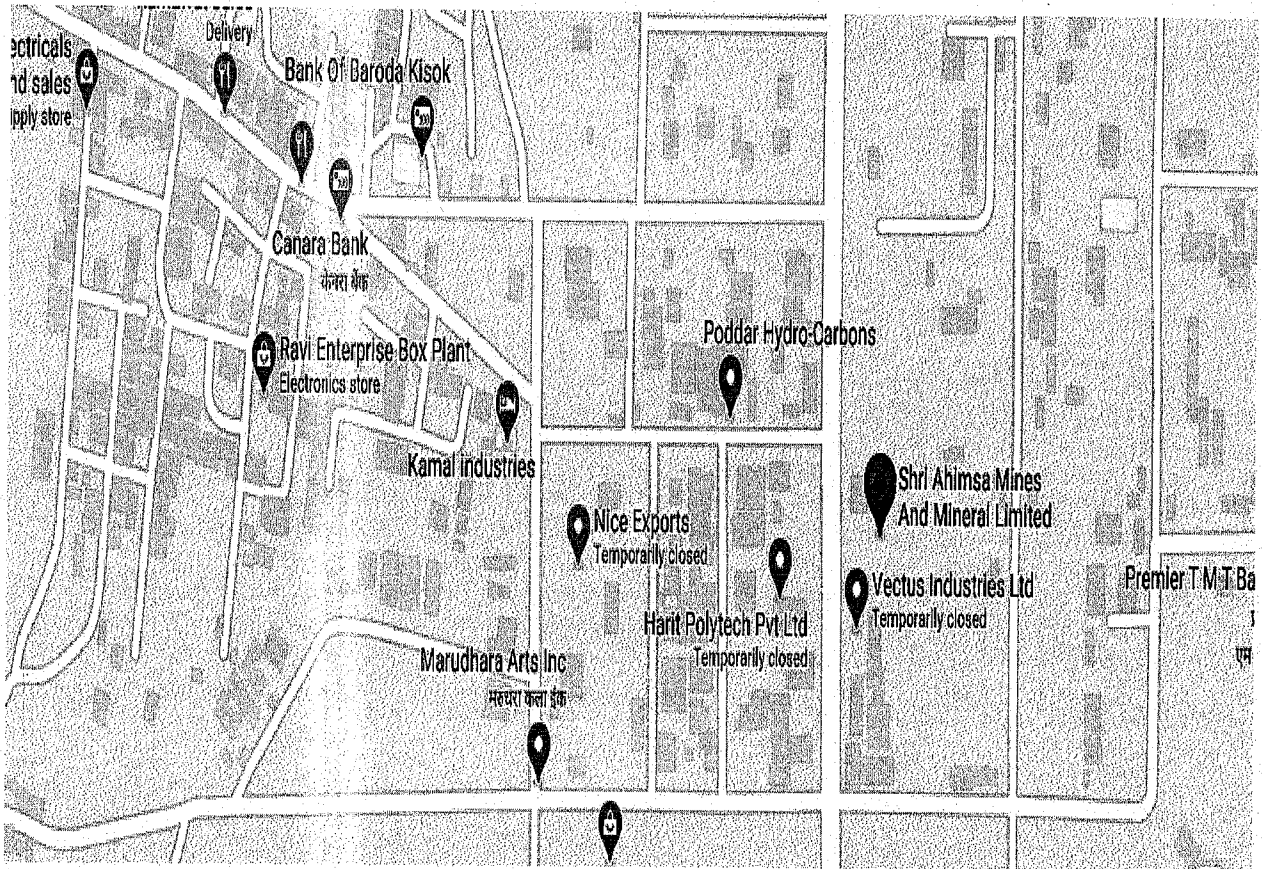
SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

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 a 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 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 reason or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. Please complete all details including details of member(s) in above box before submission.

SHRI AHIMSA MINES AND MINERALS LIMITED
Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007
Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in
CIN: U14101RJ1990PLC005641, Fax: 0141- 2203623

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING



Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan