

SHRI AHIMSA NATURALS LIMITED

(Formerly known as- SHRI AHIMSA MINES AND MINERALS LIMITED)

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

Contact No. 0141- 2202482 Email Id: info@shriahimsa.com

CIN: U14101RJ1990PLC005641 Website: www.shriahimsa.com

NOTICE

NOTICE is hereby given that the 33rd **Annual General Meeting** of the Members of the company will be held on Friday **30th September, 2023 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;**
 - a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors (the "Board") and the Auditors thereon; and
 - b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
2. **To appoint a director in place of Mrs. Sumitra Jain (DIN: 00614391), who retires by rotation and being eligible, has offered herself for re-appointment.**

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

"RESOLVED THAT Mrs. Sumitra Jain (DIN: 00614391), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To ratify the remuneration to the Cost Auditors for the Financial Year ending March 31, 2024 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 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) the payment of the remuneration of Rs. 30,000/- (**Rupees Thirty Thousand Only**) plus applicable GST and reimbursement of out-of-pocket expenses at actual to M/s **Rajesh & Company, Cost Accountants (FRN: 000031)** who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for financial year ending on March 31, 2024 be and is hereby ratified and approved."

4. **To appoint Mr. Dipak Kumar Jain as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee, Consent of the

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Members of the Company be and is hereby accorded to appoint Mr. Dipak Kumar Jain as Whole-Time Director of the Company, for a period of 3 (Three) consecutive years with effect from August 01st, 2023 to July 31st 2026 on the term and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors [which term should include the Nomination and Remuneration Committee] to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit."

5. **To consider the re-appointment of Mrs. Sumitra Jain as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee, Consent of the Members of the Company be and is hereby accorded to ratify and confirm the re-appointment of Mrs. Sumitra Jain as Whole-Time Director of the Company, for a period of 3 (Three) consecutive years with effect from April 01, 2024 to 31st March 2027, with liberty to the Board of Directors [which term should include the Nomination and Remuneration Committee] to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit."

By Order Of the Board of Directors
For Shri Ahimsa Naturals Limited
(Formerly known as Shri Ahimsa Mines And Minerals Limited)

Sd/-
Aayushi Jain
(Company Secretary and Compliance Officer)

Place: Jaipur
Date: August 31, 2023

Registered Address:

E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007, Rajasthan
Contact No. 0141- 2202482,
Email Id: info@shriahimsa.com, Website: www.shriahimsa.com
CIN: U14101RJ1990PLC005641

Notes:

1. 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.
2. 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.

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3. 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.
4. 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.
5. Relative Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 has been annexed separately.
6. Details of the Appointee who is liable to retire by rotation 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 has been disclosed separately.
7. Route Map of the venue of the meeting has been annexed separately.

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Relative Explanatory Statement pursuant to the Provisions of Section 102 of the Companies Act, 2013

Item No. 3

The Board in its meeting held on 19th June 2023, on the recommendation of the Audit Committee has approved the appointment and recommended remuneration of Cost Auditor, M/s Rajesh & Company, Cost Accountants (FRN: 000031), Jaipur to conduct the audit of the cost records maintained by the Company for Financial Year 2023-2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of The Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors amounting to Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable GST and reimbursement out of pocket expenses at actual incurred for the purpose of audit and approved by the Board of Directors, is subject to the ratification by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business Item No.3 of the Notice for ratification of remuneration payable to the Cost Auditor for the Financial Year 2023-2024.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4 & 5

The Board of directors at their meetings held on 11th August, 2023 and 31st August 2023 has recommend to appoint Mr. Dipak Kumar Jain, as Whole Time Directors of the company w.e.f. 01.08.2023 and reappoint Mrs. Sumitra Jain, as Whole Time Directors of the company w.e.f. 01.04.2024 on recommendation of Nomination & Remuneration Committee on such terms and conditions as may be decided. Further brief profile and detailed disclosure pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and pursuant to the provisions of Schedule V of the Companies Act, 2013 as been disclosed as below:

Brief Profile

Name	Sumitra Jain	Dipak Kumar Jain
Designation	Whole Time Director	Whole Time Director
Total Salary (including Perquisites, Retirement and Other benefits)	Upto Rs.500.00 Lakhs Per Annum or as may be decided by the Board of Directors including following perquisites, Retirement and Other benefits as detailed below: -	Not exceeding to Rs.1,10,000/-per month subject to the maximum annual limit of Rs. 25,00,000/-
Perquisites, Retirement and Other Benefits	1. Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961. Gratuity payable shall be in accordance with the rule of the company. 2. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company. 3. The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company. 4. The appointee shall be eligible for Housing, Education and Medical Loan and other	

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	Loans or facilities as applicable in accordance with the rules of the company.
Minimum Remuneration	Where in any financial year during the tenure of the managing director and Whole Time Director the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.

Disclosure pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India:

Particulars	Mrs. Sumitra Jain	Mr. Dipak Kumar Jain
Designation	Whole Time Director	Director
DIN	00614391	01217721
Date of Birth	30/05/1956	01/03/1974
Original Date of Appointment	26/06/1995	13/03/2004
Qualifications	Graduate	Company Secretary, Post graduate in Management, B.Com
Experience in specific functional areas	30 years of Industrial Experience	15 years of Industrial Experience and looking after Quality, Marketing, Technical and Planning Division of the Company.
Directorship held in Other public company	Nil	Nil
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	Nil	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 director, the remuneration being proposed to be paid to her is reasonable and in line with the remuneration levels in the industry across the country.	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.48,00,000/- P.A. (as on 31 st March, 2023)	w.e.f. 01.01.2023 not exceeding to Rs. 25.00 Lakhs Per Annum or as may be decided by the Board of Directors.
Proposed Remuneration	Upto Rs.500.00 Lakhs Per Annum or as may be decided by the Board of Directors	Not exceeding to Rs. 1,10,000/-per month subject to the maximum annual limit of Rs. 25,00,000/-
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Wife of Mr. Nemi Chand Jain and Mother of Mr. Amit Kumar Jain holding 7,44,000 Equity Shares (as on 31 st March, 2023) in the Company.	NA
Number of Meetings of the Board attended during the year	During F.Y. 2022-2023 total 12 meetings were held and he has attended all 12 meetings	During F.Y. 2022-2023 total 12 meetings were held and he has attended all 12 meetings

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Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

General Information

- 1. Nature of industry-**Company is engaged in the manufacturing and export of Caffeine Anhydrous Natural and Green Coffee Bean Extract.
- 2. Date or expected date of commencement of commercial production-** The Company is already engaged in manufacturing from many years.
- 3. Financial performance based on given indicators-** During the financial year ended on 31st March, 2023, the turnover of the Company is Rs. 1,04,12,77,840 and company has suffered from Profit Before Tax (PBT) is Rs. 50,55,50,845. The management has worked efficiently in the best interest of the Company and the Company is expanding its activities facing the market with all its competitiveness.
- 4. Foreign Investments or collaborators, if any-** No such investment or collaboration.

Information about the appointees

Name	Dipak Kumar Jain	Sumitra Jain
Background Details	He is a qualified Company Secretary empanelled as the associate member with the Institute of Company Secretaries of India. He also possess post graduate degree in Management and Bachelors Degree in Commerce.	She is graduate and is having experience of about 30 years in this field. Further she is having expertization in optimum utilization of the resources. She is having positive with never give up attitude.
Past Remuneration	w.e.f. 01.01.2023 not exceeding to Rs. 25.00 Lakhs Per Annum or as may be decided by the Board of Directors.	Rs.48,00,000/-(for the F.Y. 2022-2023)
Recognition or awards	He has more than 18 years of Industrial Experience	She has more than 30 years of Industrial Experience.
Job profile and his suitability	Director looking after overall management of the Company.	Whole time Director of the Company and looking after general affairs of the Company.
Remuneration proposed	w.e.f. 01.08.2023 not exceeding to Rs. 1,10,000/-per month subject to the maximum annual limit of Rs. 25,00,000/-	w.e.f. 01.09.2022 not exceeding to Rs.300.00 Lakhs Per Annum or as may be decided by the Board of Directors.

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Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	NA	Wife of Mr. Nemi Chand Jain and Mother of Mr. Amit Kumar Jain and holds 7,44,000 Equity Shares (As on 31st March, 2023) in the Company.
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.	

Other Information

- 1. Steps taken or proposed to be taken for improvement:** Company is engaged in the manufacturing and export of Caffeine Anhydrous Natural and Green Coffee Bean Extract. Further Company has installed Coffee Wax Plant and commenced its commercial production of manufacturing of Caffeine from that Plant. Company is trying to tap new markets and to identify new sources for procurement of raw material at cheaper cost.
- 2. Expected increase in the productivity and profits in measurable terms:** It is expected that the steps as disclosed at point no.1 will help the company to increase its turnover by 80% and profit by 100% approximately.

Disclosures

Information on the remuneration package of the managerial personnel: The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of her appointment and revision in remuneration is placed before the shareholders.

All the directors/Key Managerial Personnel of the Company/their relatives are interested or concerned in the passing of the said resolution.

By Order Of the Board of Directors
For Shri Ahimsa Naturals Limited
(Formerly known as Shri Ahimsa Mines And Minerals Limited)

Sd/- Aayushi Jain (Company Secretary and Compliance Officer) Membership No. 55028	Place: Jaipur Date: August 31, 2023
Registered Address: E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007, Rajasthan Contact No. 0141- 2202482, Email Id: info@shriahimsa.com, Website: www.shriahimsa.com CIN: U14101RJ1990PLC005641	

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ATTENDANCE SLIP

I/We.....R/o hereby record my/our presence at the 33rd 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 2023 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.

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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 Naturals 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 Naturals 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 33rd Annual General Meeting of the Company to be held on Saturday, 30th September, 2023 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; a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors (the "Board") and the Auditors thereon; and b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.		
2	To appoint a Director in place of Mrs. Sumitra Jain (DIN: 00614391), who retires by rotation being eligible, has offered herself for re-appointment.		
3	To ratify the remuneration to the Cost Auditors for the Financial Year ending March 31, 2024		
4	To appoint Mr. Dipak Kumar Jain as Whole Time Director of the Company		
5	To consider the re-appointment of Mrs. Sumitra Jain as Whole Time Director of the Company		

Signed this.....day of2023

Signature of shareholder

Signature of Proxy holder(s) (1)

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Notes:

Affix
Revenue
Stamp

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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 NATURALS LIMITED

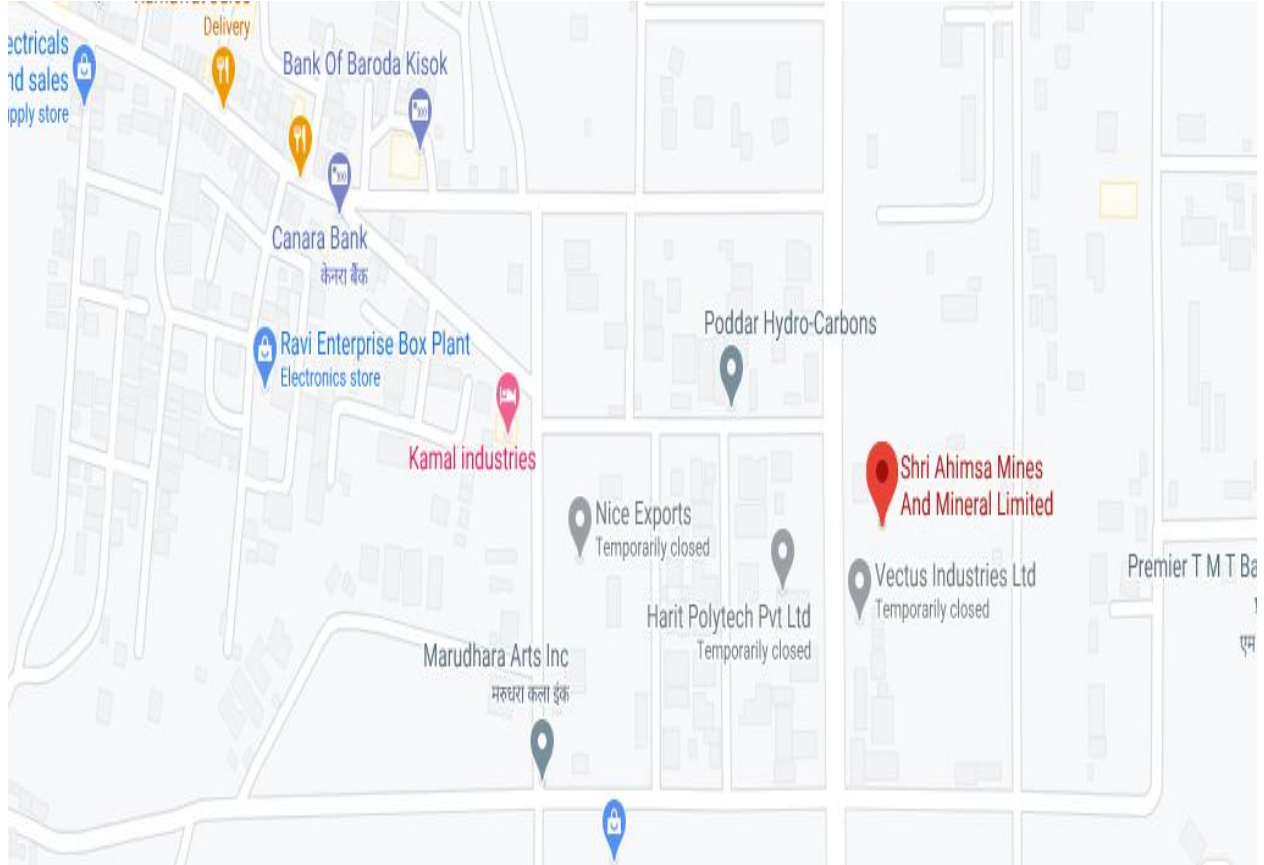
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ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING



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