

**To,**  
**BSE Limited,**  
Floor 25, P J Towers,  
Dalal Street, Mumbai – 400001

**Script Code: 543963**

Dear Sir/Madam,

**Sub: Notice of AGM – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice for calling 17<sup>th</sup> Annual General Meeting of the Company.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs, the said Notice has already been sent through electronic mode to those members whose e-mail IDs are registered with the Company/ Depositories as on Friday, 30<sup>th</sup> August, 2024, being the cut-off date.

The Company has engaged Bigshare Services Private Limited ("BIGSHARE") to provide e-Voting facility to its members. The e-Voting period commences on Friday, 27<sup>th</sup> September, 2024 from 9:00 A.M. (IST) and ends on Sunday, 29<sup>th</sup> September at 5:00 P.M. (IST). Please note that communication of assent or dissent of the members would only take place through the e-Voting. The instructions for remote e-Voting are provided in the AGM Notice.

**FOR, SHELTER PHARMA LIMITED**

**MUSTAQIM NISARAHMED SABUGAR**  
**MANAGING DIRECTOR**  
**DIN: 01456841**

**Date: 07/09/2024**  
**Place: Ahmedabad**

**Shelter Pharma Limited**

**Regd. Office & Works:** Shelternagar, Opp. Bus Station, Himatnagar-383001 Gujarat, India. Phone: +91 2772 240108/246995  
**Corporate Office:** 5 TH Floor, 501 SAKAR 4, Opp. MJ Library Ashram Road Paldi, Ellisbridge, Ahmedabad, Gujarat -380006  
Email: info@shelter.co.in  
CIN: L24233GJ2007PLC051956

## Notice of 17<sup>th</sup> Annual General Meeting

The Notice is hereby given that the 17<sup>th</sup> Annual General Meeting ('AGM') of the members of M/s. Shelter Pharma Limited ('The Company') will be held on Monday, 30<sup>th</sup> September, 2024 at 10:00 A.M at registered office of the company at Shelter Nagar, Nr. S. T. Bus Stand, Himmatnagar GJ 383001 IN Gujarat to transact the following business:

### ORDINARY BUSINESS:

#### ITEM NO 1: ADOPTION OF FINANCIAL STATEMENTS:

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

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors ("the Board") and auditor thereon.

#### ITEM NO 2: TO DECLARE DIVIDEND ON EQUITY SHARES AT THE RATE OF 3.3% I.E. RS.0.33/- PER SHARE ON EQUITY SHARES OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

#### ITEM NO 3: APPOINTMENT OF MR. SHAKIL NISARAHMED SABUGAR (DIN: 01474868), AS A WHOLE TIME DIRECTOR LIABLE TO RETIRE BY ROTATION:

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

To appoint a Director in place of Mr. Shakil Nisarahmed Sabugar (DIN: 01474868), who is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

### SPECIAL BUSINESS:

#### ITEM NO 4: TO APPROVE CHANGE IN TERMS OF PAYMENT OF REMUNERATION TO MR. MUSTAQIM NISARAHMED SABUGAR, MANAGING DIRECTOR (DIN: 01456841) OF THE COMPANY:

**To consider and if through fit, to pass with or without modification, the following resolution as a Special Resolution:**

**"RESOLVED THAT** further to the resolution passed at the Extra Ordinary General Meeting (EGM) held on 23<sup>rd</sup> February, 2023 for Re-appointment and remuneration payable to Mr. Mustaqim Nisarahmed Sabugar as Managing Director and pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including statutory modification and re-enactment thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded for revision in the

remuneration payable to Mr. Mustaqim Nisarahmed Sabugar, Managing Director with effect from 1<sup>st</sup> October, 2024 for the remaining period of his present term of appointment upto 23<sup>rd</sup> February, 2028, upon the terms and conditions set out in the Explanatory Statement pursuant to section 102 of the Act annexed to the Notice conveying this Meeting (including Remuneration to be paid in event of loss or inadequacy of profits during his tenure), with liberty to the Board of Directors (hereafter referred to as “the Board”) to alter and vary the conditions of the said remuneration payable in such a manner as may be agreed to between the Board and Mr. Mustaqim Nisarahmed Sabugar.

**RESOLVED FURTHER THAT** all other term of appointment shall be same as per his original appointment made in Extra Ordinary General Meeting (EGM) held on 23<sup>rd</sup> February, 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **ITEM NO 5: TO APPROVE CHANGE IN TERMS OF PAYMENT OF REMUNERATION TO MR. SHAKIL NISARAHMED SABUGAR, WHOLE-TIME DIRECTOR (DIN: 01474868) OF THE COMPANY:**

**To consider and if through fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** further to the resolution passed at the Extra Ordinary General Meeting (EGM) held on 23<sup>rd</sup> February, 2023 for Re-appointment and remuneration payable to Shakil Nisarahmed Sabugar, Whole-time Director and pursuant to Sections 2(94),188, 196, 197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including statutory modification and re-enactment thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Shakil Nisarahmed Sabugar, Whole-Time Director with effect from 1<sup>st</sup> October, 2024 for the remaining period of his present term of appointment upto 23<sup>rd</sup> February, 2028, upon the terms and conditions set out in the Explanatory Statement pursuant to section 102 of the Act annexed to the Notice conveying this Meeting (including Remuneration to be paid in event of loss or inadequacy of profits during his tenure), with liberty to the Board of Directors (hereafter referred to as “the Board”) to alter and vary the conditions of the said remuneration payable in such a manner as may be agreed to between the Board and Mr. Shakil Nisarahmed Sabugar.

**RESOLVED FURTHER THAT** all other term of appointment shall be same as per his original appointment made in Extra Ordinary General Meeting (EGM) held on 23<sup>rd</sup> February, 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **ITEM NO 6: TO INCREASE AUTHORIZED SHARE CAPITAL AND SUBSEQUENT ALTERATION OF THE “CAPITAL CLAUSE” OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

**To consider and if through fit, to pass with or without modification, the following resolution as a Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 13, 61 & 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable Rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and subject to such permissions, consents, approvals and sanctions as may be required from concerned statutory authorities,

the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) which consists of Equity share capital of 1,50,00,000 (One Crore Fifty Lacs Only) Equity Shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) which consists of Equity share capital of 2,50,00,000 (Two Crore Fifty Lacs Only) Equity Shares of Rs. 10/- each ranking paripassu in all respects with the existing shares of respective class of shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** consequent to the increase in Authorized Share Capital as aforesaid and pursuant to Section 13 and other applicable provisions, if any, of the Act, read with the Rules framed thereunder (including any amendment thereto or re-enactment thereof, if any, for the time framed being in force) and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded, to alter Clause V of the Memorandum of Association of the Company by substituting the existing Clause V thereof as under: "V.

**The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) which consists of Equity share capital of 2,50,00,000 (Two Crore Fifty Lacs Only) Equity Shares of Rs. 10/- each."**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to do all such acts, deeds, matters, and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum of Association of the Company, as they may think fit, for the purpose of giving effect to this Resolution, on behalf of the Company."

**Registered Office:**

Shelter Nagar, Nr. S. T. Bus  
Stand, Himmatnagar GJ  
383001

Place: Ahmedabad

Date: 07<sup>th</sup> September, 2024

**By Order of the Board of Directors**

**for Shelter Pharma Limited**

**Mustaqim Nisarahmed Sabugar**

**Managing Director & Chairman**

**(DIN:01456841)**



## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 17<sup>th</sup> ANNUAL GENERAL MEETING ("AGM" or "MEETING") OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A proxy form is attached with the said notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the Meeting.

Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (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 Members.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement giving the relevant details of the Directors seeking re-appointment under Item No. 3 of the accompanying Notice as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, is annexed under Annexure-I herewith.
4. In case of joint holders attending the Meeting, only such Joint holder who is high in the order of names will be entitled to vote.
5. The record date for the purpose of determining the eligibility of the Members to attend the 17<sup>th</sup> Annual General Meeting of the Company and entitled for the dividend is Monday September 23, 2024 .
6. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID.
7. Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number ,name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers,etc.,to their depository participant(DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited to provide efficient and better services.
9. Members seeking any information or clarification on the accounts are requested to send written queries on [rafiq@shelter.co.in](mailto:rafiq@shelter.co.in) or [cs@shelter.co.in](mailto:cs@shelter.co.in) to the Company, atleast 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.
10. The Notice of the AGM along with the 17<sup>th</sup> Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the 17<sup>th</sup> Annual Report will also be available on the Company's website viz. [www.shelter.co.in](http://www.shelter.co.in)
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Bigshare Services Pvt. Ltd
12. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handling out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

13. Voting through electronic means:
  - a. In compliance with Regulation 44 of Listing Regulations, Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide its Members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means, Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - b. Board has appointed M/s. Murtuza Mandorwala, Practicing Company Secretary as the scrutinizer ("the Scrutinizer") to scrutinize the remote e-voting and voting process at the AGM in fair and transparent matter.
  - c. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
  - d. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - e. The remote e-voting facility will commence from Friday, the September, 27, 2024 and will end on Sunday, the September 29<sup>th</sup>, 2024. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.
14. Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the September 24, 2024 to Monday, the September 30<sup>st</sup>, 2024 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares if any, declared at the meeting and Annual General Meeting.
15. Member sholding shares in demat form are hereby informed that the bank particulars registered with the irrelative Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
16. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Monday, the 30th day of September, 2024 to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:
  - a. As Beneficial Owners as at the end of business hours on Monday, 23rd September, 2024 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and;
  - b. As Members in the Register of Members of the Company after giving effect to valid deletion of name/ transmission (As per SEBI circular, as of now no physical transfer of shares are permitted) in physical form lodged with the Company before Monday, 23rd September, 2024".
17. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates. **The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A separate communication in this regard shall be forwarded to all the shareholders to their registered e-mail addresses**
18. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.





19. The Route Map to the venue of the meeting is available on <https://maps.app.goo.gl/e9XeCrViboyGph8EA>

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on **September 27<sup>th</sup>, 2024 at 09:00 A.M. and ends on September 29<sup>th</sup>, 2024 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **September 23, 2024** may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>1) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”, “NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

**1. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigsharei-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET.**

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
  - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
  - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respec-



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tive investor and click on **“UPLOAD”**.

**Note:** The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

#### **Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

#### **Registered Office:**

Shelter Nagar, Nr. S. T. Bus  
Stand, Himmatnagar

GJ 383001,

Place: Ahmedabad

Date: 07<sup>th</sup> September, 2024

**By Order of the Board of Directors  
for Shelter Pharma Limited**

**Mustaqim Nisarahmed Sabugar  
Managing Director & Chairman  
(DIN:01456841)**

**SHELTER PHARMA LIMITED**  
**CIN: L24233GJ2007PLC051956**

**Registered office:**

Shelter Nagar, Nr. S. T. Bus Stand, Himmatnagar GJ 383001

**ATTENDANCE SLIP**

**(To be presented at the entrance)**

**Annual General Meeting on**

**Monday 30<sup>th</sup> September, 2024 at 10:00 A.M.**

**At the registered office of the company**

<b>Folio No.</b>	
<b>DP ID No.</b>	
<b>Client ID No.</b>	
<b>Name of the Member</b>	
<b>Signature</b>	
<b>Name of the Proxy Holder</b>	
<b>Signature</b>	

I/We certify that I/we am/are the registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 17th Annual General Meeting ('AGM') of the members of M/s. SHELTER PHARMA LIMITED ('The Company') will be held on Monday, September 30<sup>th</sup>, 2024 at 10:00 A.M. at registered office of the company at Shelter Nagar, Nr. S. T. Bus Stand, Himmatnagar GJ 383001

**Notes:-**

- 1. Only Member / Proxy holder can attend the Meeting.**
- 2. Please complete the Folio/DP ID/Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING**
- 3. Member / Proxy holder should bring his/her copy of the Notice for reference at the Meeting.**



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**SHELTER PHARMA LIMITED**  
**CIN: L24233GJ2007PLC051956**

**Registered office:**

Shelter Nagar, Nr. S. T. Bus Stand, Himmatnagar GJ 383001

**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:	
E-mail id:	
Folio No/Client Id:	
DP ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name:

Address:

E-mail ID:

Signature: \_\_\_\_\_, or failing him/her;

2. Name:

Address:

E-mail ID:

Signature: \_\_\_\_\_, or failing him/her;

3. Name:

Address:

E-mail ID:

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2024 at 10:00 A.M at the Registered Office of the Company at Shelter Nagar, Nr. S. T. Bus Stand, Himmatnagar GJ 383001, and at any adjournment thereof in respect of such resolution as indicated below: -

S.No.	Resolution	For	Against
1	To receive consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended on March 31st, 2024 together with the Reports of the Board of Directors and Auditors' thereon.		
2	To declare dividend on equity shares at the rate of 3.3% i.e. Rs.0.33/- per share on Equity Shares of the Company for the Financial Year ended March 31, 2024		
3	Appointment of Mr. Shakil Nisarahmed Sabugar (DIN: 01474868), as a Whole Time Director liable to retire by rotation		
4	To Approve Change In Terms Of Payment Of Remuneration To Mr. Mustaqim Nisarahmed Sabugar, Managing Director (Din: 01456841) Of The Company		
5	To Approve Change In Terms Of Payment Of Remuneration To Mr. Shakil Nisarahmed Sabugar, Whole-Time Director (Din: 01474868) Of The Company		
6	To Increase Authorized Share Capital And Subsequent Alteration Of The "Capital Clause" Of The Memorandum Of Association Of The Company		

Affix

Revenue Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of shareholder\_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Note:

1. A Proxy need not be a member of the Company.
2. For the Resolutions refer to the Notice of the Annual General Meeting.
3. It is optional to 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 Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member(s) in the above box before submission.
6. 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.





## Annexure to the Notice dated September 7th, 2024

**Disclosures/additional information as required under Secretarial Standard on General Meetings ('SS-2') pertaining to Directors recommended for appointment/re-appointment and concerning other matters as referred to in the accompanying Notice/Explanatory Statement.**

Name	Shakil Nisarahmed Sabugar
DIN	01474868
Age	41 years
Nationality	Indian
Qualifications	Registered Pharmacist
Date of proposed Appointment on the Board	12th October, 2007
Experience (Skills & Capabilities)	<p>Shakil Nisarahmed Sabugar (DIN: 01474868) is aged about 41 years. He has more than 15 years an experience in the administration field.</p> <p>Mr. Shakil Nisarahmed Sabugar (DIN: 01474868), was appointed as a Director of the Company on 12th October, 2007, and was further reappointed as a Whole Time Director of the Company.</p>
Shareholding in the Company as on March 31, 2024	17,60,000 Equity Shares of Rs. 10 each
Relationship with other directors, Manager and other Key Managerial Personnel of the company	Shakil Nisarahmed Sabugar is a Brother of Mustaqim Nisarahmed Sabugar and Parvezbanu Mohamed Rafiq Idariya
Number of Meetings of the Board attended during the year	07
Terms and Conditions of Appointment	Liable to retire by rotation
List of Other Companies in which Directorship held	SHELTER PHARMACY PRIVATE LIMITED
Other Membership/ Chairmanship of Committees of other Boards	He is Member of Stake Holder Relationship Committee
Past Remuneration	<p>2021-22 :Rs. 04.08 Lacs</p> <p>2022-23 :Rs. 04.72 Lacs</p> <p>2023-24: Rs. 12.00 Lacs</p>

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT REGULATION 163(1) OF SEBI (ICDR) REGULATIONS

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of SEBI (ICDR) Regulations, in respect of items given in the Notice that require approval of the Members

### ITEM NO 4 : To Approve Change In Terms Of Payment Of Remuneration To Mr. Mustaqim Nisar-ahmed Sabugar, Managing Director (Din: 01456841) Of the Company

Mr. Mustaqim Nisar Ahmed Sabugar (DIN: 01456841) was re-appointed as a Managing Director of the Company in the Extra Ordinary General Meeting of the company held on 23<sup>rd</sup> February, 2023, for the tenure of five years starting from 23<sup>rd</sup> February, 2023 to 23<sup>rd</sup> February, 2028. Further, in the aforementioned Extra ordinary general meeting Members of the Company by way of special resolution approved remuneration payable to Mr. Mustaqim Nisar Ahmed Sabugar.

The Board of Directors at its meeting held on 07th September, 2024 has approved the revision on managerial remuneration payable to Mr. Mustaqim Nisar Ahmed Sabugar, for which the approval of members is required. The remuneration proposed to be paid to Mr. Mustaqim Nisar Ahmed Sabugar, Managing Director has also been recommended by the Nomination and Remuneration Committee.

The remuneration proposed will be within the limits permissible under Schedule V to the Act.

### Brief Profile of Mr. Mustaqim Nisar Ahmed Sabugar:

Mr. Mustaqim Nisar Ahmed Sabugar, aged 47 years, is the Promoter and Managing Director of our Company. He is a visionary entrepreneur and has played a pivotal role in setting up business of our Company. He primarily looks after the overall business operations of the Company. He is the driving force behind the working of the company and has been the mentor to all the employees. His vast industry knowledge and experience has helped company to grow many folds. As a leader, he always delivers value to the customers and endeavour in fulfilling / exceeding their expectations and is involved in day-to-day execution of projects. In a Company he is responsible for providing strategic advice and guidance to the members of the board, to keep them aware of developments within the industry and ensure that the appropriate policies are developed to meet the company's mission and objectives and to comply with all relevant statutory and other regulations.

Keeping in view of his experience and expertise in Pharma sector the Board of Directors has recommended the revision in payment of remuneration for the period from 1<sup>st</sup> October, 2024 till the time of his remaining tenure as set out herein below.

Except Mr. Mustaqim Nisar Ahmed Sabugar, Mr. Shakil Nisar Ahmed Sabugar and Mrs. Parvezbanu Mohamed Rafiq Idariya none of Directors and KMPs and their immediate relatives are concerned or interested in the proposed resolution. The Board recommends the Special Resolution set out at **Item No. 4** of the Notice for approval by the members.

### a) Salary:

Mr. Mustaqim Nisar Ahmed Sabugar will be paid the salary upto Rs. 36,00,000/- (Rupees Thirty Six Lakhs Only) annually or as may be decided by the Board from time to time.



## **b) Perquisites:**

In addition to salary, the above Managing Director will be allowed perquisites as specified in Category a, b and other terms, which are as follows and which forms part and inclusive of basic salary as mentioned in b above:

### **Category – a:**

#### **i. Housing:**

Furnished/ Unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof.

#### **ii. Medical Reimbursement:**

The Expenditure incurred for self and family, as decided by the Board from time to time.

#### **iii. Leave Travel Concession:**

For self and family, once in a year in accordance with the Rules of the Company.

#### **iv. Club Fees:**

Fees of clubs, subject to maximum of two Clubs. This will not include life membership fees.

#### **v. Personal Medical/ Accident Insurance:**

Personal Medical / Accident Insurance of an amount, the annual premium of which shall be paid as per the Rules of the Company.

#### **vi. Other Expenses:**

The expenditure incurred by the Company for gas, electricity, water and furnishing shall be valued as per the Income Tax Rules 1962. This shall, however be subject to a ceiling of ten percent of the basic salary of the Managing Director.

### **Category – b:**

The Managing Director shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration as per provisions of the Companies Act, 2013:

#### **i. Contribution to provident fund:**

Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

#### **ii. Gratuity:**

Gratuity payable at a rate not exceeding half a months' salary for each completed year of service

#### **iii. Encashment of Leave:**

The Director shall be entitled to fully paid leave as per the Company's Rules. Encasement of Leave at the end of the tenure is permitted.

**iv. Minimum Remuneration:**

In case in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the approval of the Central Government, wherever required, if any, and the provisions of Sections 197, 198 and 203 read with and subject to the conditions and limits specified in the Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) pay to the Managing Director basic salary, perquisites and allowances as specified above.

**Other Terms:**

- i. The Managing Director is entitled to reimbursement of all actual expenses as per the Rules of the Company including on entertainment and travelling incurred in the course of the Company's business.
- ii. The Managing Director is entitled to avail of fully paid leave as per the Rules of the Company as applicable to the senior executives.
- iii. The Managing Director, subject to the applicable provisions of the Companies Act, 2013, is also eligible for housing loan as applicable in accordance with the Rules of the Company.
- iv. The Managing Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.
- v. The Managing Director is not entitled to payment of any sitting fees for attending the meetings of the Board or of a Committee thereof.
- vi. The appointment shall be terminated by the Company by giving him six months' notice or on payment of six months' basic salary in lieu thereof and by him by giving six months' notice.
- vii. For all other terms and conditions not specifically spelt out above, the provisions of Agreement of Appointment of Managing Director, to be executed between the Company and Mr. Mustaqim Nisarahmed Sabugar shall apply.



**AS REGARDS FIXATION/VARIATION IN TERMS OF THE REMUNERATION AS PER ITEM 4 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:**

Name	Mustaqim Nisarahmed Sabugar
DIN	01456841
Age	47 years
Qualifications	Bachelor of Business Administration.
Date of proposed Appointment on the Board	12th October, 2007
Experience (Skills & Capabilities)	<p>Mustaqim Nisarahmed Sabugar (DIN: 01456841) is aged about 47 years. He has more than 15 years an experience in the Pharma field.</p> <p>Mr. Mustaqim Nisarahmed Sabugar (DIN: 01456841), was appointed as a Director of the Company on 12th October, 2007, and was further reappointed as a Managing Director of the Company.</p>
Date of first appointment on the Board	12th October, 2007
Shareholding in the Company as on March 31, 2023	14,56,000 Equity Shares of Rs. 10 each
Relationship with other directors Manager and other Key Managerial Personnel of the company	Mustaqim Nisarahmed Sabugar is a Brother of Shakil Nisarahmed Sabugar and Parvezbanu Mohamed Rafiq Idariya
Number of Meetings of the Board attended during the year	07
Terms and Conditions of Appointment	Liable to retire by rotation
List of Other Companies in which Directorship held	<p>- SHELTER PHARMACY PRIVATE LIMITED</p> <p>- POLY9 SOFTWARE SALES PRIVATE LIMITED</p>
Other Membership/ Chairmanship of Committees of other Boards	Members of the Audit Committee and Corporate Social Responsibility Committee
Past Remuneration	<p>2021-22 : Rs. 04.08 Lacs</p> <p>2022-23 : Rs. 04.72 Lacs</p> <p>2023-24: Rs. 12.00 Lacs .</p>
Remuneration to be paid	Rs. 36,00,000/- (Rs. Thirty Six Lakh Only) p.a. w.e.f. 1 <sup>st</sup> October, 2024

**ITEM NO 5: To Approve Change In Terms Of Payment Of Remuneration To Mr. Shakil Nisarahmed Sabugar (DIN: 01474868) Whole Time Director Of The Company**

Mr. Shakil Nisarahmed Sabugar (DIN: 01474868) was re-appointed as a Whole-time Director of the Company in the Extra Ordinary General Meeting of the company held on 23<sup>rd</sup> February, 2023, for the tenure of five years starting from 23<sup>rd</sup> February, 2023 to 23<sup>rd</sup> February, 2028. Further, in the aforementioned Extra ordinary general meeting Members of the Company by way of special resolution approved remuneration payable to Mr. Shakil Nisarahmed Sabugar.

The Board of Directors at its meeting held on 07th September, 2024 has approved the revision on managerial remuneration payable to Mr. Shakil Nisarahmed Sabugar, for which the approval of members is required. The remuneration proposed to be paid to Mr. Shakil Nisarahmed Sabugar, Whole-time Director has also been recommended by the Nomination and Remuneration Committee.

The remuneration proposed will be within the limits permissible under Schedule V to the Act.

**Brief Profile of Mr. Shakil Nisarahmed Sabugar:**

Mr. Shakil Nisarahmed Sabugar, aged 41 years, is the Promoter and Whole Time Executive Director of the Company. He has been associated as director with company since its incorporation. He has more than 15 years of experience in the Pharma Industry. His expertise has led the company grow since its incorporation. Currently, he is Whole Time Director of the Company and operations head and over sees the execution of each service of the company.

As members of the Company must be aware that Mr. Shakil Nisarahmed Sabugar (DIN: 01474868), has been instrumental in the running of the Business of the Company and can truly be considered as Driving Force behind the all-round growth of the Company as well as the group as such.

Hence to appropriately recognize all the efforts Mr. Shakil Nisarahmed Sabugar(DIN: 01474868), has put into bring in the business of the Company to this level, the management of the Company firmly believes that his appointment as Whole Time Director will prudently help the Company in these changing times.

Keeping in view of his experience and expertise in Pharma sector for more than 15 years, the Board of Directors has recommended the revision in payment of remuneration for the period from 1<sup>st</sup> October, 2024 till the time of his remaining tenure as set out herein below.

Except Mr. Mustaqim Nisarahmed Sabugar, Mr. Shakil Nisarahmed Sabugar and Mrs. Parvezbanu Mohamed Rafiq Idariya, none of Directors and KMPs and their immediate relatives are concerned or interested in the proposed resolution. The Board recommends the Special Resolution set out at **Item No. 5** of the Notice for approval by the members.

**a) Salary:**

Mr. Shakil Nisarahmed Sabugar will be paid the salary upto Rs. 36,00,000/- (Rupees Thirty Six Lakhs Only) annually or as may be decided by the Board from time to time.

**b) Perquisites:**

In addition to salary, the above Whole Time Director will be allowed perquisites as specified in Category a and b, which are as follows and which forms part and inclusive of basic salary as mentioned in b above:



## Category – a:

### i. **Housing:**

Furnished/ Unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof.

### ii. **Medical Reimbursement:**

The Expenditure incurred for self and family, as decided by the Board from time to time.

### iii. **Leave Travel Concession:**

For self and family, once in a year in accordance with the Rules of the Company.

### iv. **Club Fees:**

Fees of clubs, subject to maximum of two Clubs. This will not include life membership fees.

### v. **Personal Medical/ Accident Insurance:**

Personal Medical / Accident Insurance of an amount, the annual premium of which shall be paid as per the Rules of the Company.

### vii. **Other Expenses:**

The expenditure incurred by the Company for gas, electricity, water and furnishing shall be valued as per the Income Tax Rules 1962. This shall, however be subject to a ceiling of ten percent of the basic salary of the Whole Time Director.

## Category – b:

The Whole Time Director shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration as per provisions of the Companies Act, 2013:

### v. **Contribution to provident fund:**

Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

### vi. **Gratuity:**

Gratuity payable at a rate not exceeding half a months' salary for each completed year of service

### vii. **Encashment of Leave:**

The Director shall be entitled to fully paid leave as per the Company's Rules. Encasement of Leave at the end of the tenure is permitted.

### viii. **Minimum Remuneration:**

In case in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the approval of the Central Government, wherever required, if any, and the provisions of Sections 197, 198 and 203 read with and subject to the conditions and limits specified in the Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) pay to the Whole Time Director basic salary, perquisites and allowances as specified above.

AS REGARDS FIXATION/VARIATION IN TERMS OF THE REMUNERATION AS PER ITEM 5 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

Name	Shakil Nisarahmed Sabugar
DIN	01474868
Age	41 years
Qualifications	Registered Pharmacist
Date of proposed Appointment on the Board	12th October, 2007
Experience (Skills & Capabilities)	<p>Shakil Nisarahmed Sabugar (DIN: 01474868) is aged about 41 years. He has more than 15 years an experience in the Pharma field.</p> <p>Mr. Shakil Nisarahmed Sabugar (DIN: 01474868), was appointed as a Director of the Company on 12th October, 2007, and was further reappointed as a Whole Time Director of the Company.</p>
Date of first appointment on the Board	12th October, 2007
Shareholding in the Company as on March 31, 2023	17,60,000 Equity Shares of Rs. 10 each
Relationship with other directors Manager and other Key Managerial Personnel of the company	Shakil Nisarahmed Sabugar is a Brother of Mustaqim Nisarahmed Sabugar and Parvezbanu Mohamed Rafiq Idariya
Number of Meetings of the Board attended during the year	07
Terms and Conditions of Appointment	Liable to retire by rotation
List of Other Companies in which Directorship held	SHELTER PHARMACY PRIVATE LIMITED
Other Membership/ Chairmanship of Committees of other Boards	He is Member of Stake Holder Relationship Committee
Past Remuneration	<p>2021-22 : Rs. 04.08 Lacs</p> <p>2022-23 : Rs. 04.72 Lacs</p> <p>2023-24: Rs. 12.00 Lacs .</p>
Remuneration to be paid	Rs. 36,00,000/- (Rs. Thirty Six Lakh Only) p.a. w.e.f. 1 <sup>st</sup> October, 2024



## **Item no 6: To increase authorized share capital and alteration of Memorandum of Association of the Company:**

The members of the Company are hereby informed that in order to broad base the Capital structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorized Share Capital of the Company. The current authorized share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) and the paid-up share capital of the Company is Rs. 11,55,97,920/- [Rupees Eleven Crore Fifty Five Lacs Ninety Seven Thousand Nine Hundred and Twenty].

The increase in the Authorized Share Capital will enable the Company to issue further shares by way of Fresh issue against cash consideration or Rights issue or Bonus Issue or in any other way, as may be determined by board, subject to approval of shareholders in general meeting.

Consequently, pursuant to the provisions of section 13 and 61 of the Act, the Capital Clause of the Memorandum of Association of the Company (MOA) is required to be altered as mentioned below to effectuate the change of authorized share capital from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) which consists of Equity share capital of 1,50,00,000 (One Crore Fifty Lacs Only) Equity Shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) which consists of Equity share capital of 2,50,00,000 (Two Crore Fifty Lacs Only) Equity Shares of Rs. 10/- each by altering capital clause of the Memorandum of Association ("MOA") of the Company.

The Clause V of the memorandum of association of the Company shall be replaced with the following Clause: "V".

The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) which consists of Equity share capital of 2,50,00,000 (Two Crore Fifty Lacs Only) Equity Shares of Rs. 10/- each

Now, since pursuant to the provisions of section 61(1)(a) of the Companies Act, 2013 a Company can alter its MOA in its general meeting to increase the authorized share capital of the Company, the said agenda item is being placed before the shareholders of the Company for their approval. The Board approved the said agenda at their meeting held on Saturday 07<sup>th</sup> September, 2024.

The Board of Directors recommends the passing of resolution as set out in Item no. 6 of this Notice for approval by the Shareholders by way of an Ordinary Resolution.

The new set of Memorandum of Association with the proposed amendments is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 6 of this Notice except to the extent of their shareholding and directorship in the Company, if any