

**NOTICE**

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of PROLIFE INDUSTRIES LIMITED will be held on Friday, 30<sup>th</sup> September, 2022 at 9.00 a.m. at 6,8,10,12 HEXZONE ARCADE, NR. JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR- 393002, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon;
2. To declare final dividend on Equity shares for the year 2021-22.
3. To appoint a Director in place of Mrs. Anureet Kaur M Jolly [DIN: 02730332], who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible to offer herself for re-appointment

**SPECIAL BUSINESS:**

4. To Approve Related Party Transactions with various related Parties:

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment therefore for the time being in force), the consent of the member of the Company be and is hereby accorded to the Material Related Party Transactions with all the related parties as mentioned in the explanatory statement as entered by the Company for the financial year 2022-23.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By order of the Board of Directors**

**Place: Ankleshwar**

**Dated: 01.09.2022**

**(Karan M Jolly)**  
**Chairman & Managing Director**  
**DIN: 06587791**

**REGISTERED OFFICE**

213, G.I.D.C.,

PANOLI, ANKLESHWAR- 394116

CIN: L24231GJ1994PLC022613 Email Id: [info@prolifeindustries.in](mailto:info@prolifeindustries.in)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 5 of the Notice is annexed hereto
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and a proxy should be a member of the Company.
3. Proxies in order to be effective must be lodged at the Registered Office of the Company at least 48 hours before the time of the meeting.
4. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. M/s. Bihari Shah & Co., Chartered Accountants (Firm Registration Number 119020W), were appointed as Statutory Auditors of the Company at the 24<sup>th</sup> Annual General Meeting of the Company from the conclusion of 24<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2018 till the conclusion of Annual General Meeting to be held in the calendar year 2023 for auditing the accounts of the company for the financial year 2018-19 to 2022-23 subject to ratification by the members at every Annual General Meeting. Pursuant to notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Companies Act, 2013 and the rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
7. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website.
8. Pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Register of Members and Share Transfer Book of the Company will remain closed from Saturday, 24<sup>th</sup> September 2022 to Friday, 30<sup>th</sup> September 2022 (both days inclusive) for the purpose of AGM.
9. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before 29<sup>th</sup> October, 2022 as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India)Limited (CDSL) as of the close of business hours on September 23, 2022;
  - ii. To all Members in respect of shares held in physical form if any, after giving effect to valid transfers in respect of transfer requests lodged with the Company if any as of the close of business hours on September 23, 2022.
10. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of NSE (NSE Emerge), has been exempted from complying with e-voting requirements vide MCA Notification dated 19<sup>th</sup> March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence, pursuant to the abovementioned notification, the e-voting facility has not been provided.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
13. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
14. All Members are requested to
  - Intimate immediately any changes in their address to Company's Registrar and Share Transfer Agent
  - Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
  - Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
  - Intimate Registrar and Share Transfer Agent Link Intime India Private Limited for consolidation of folios, in case having more than one folio.
  - Bring their copies of annual report and attendance slip with them at the meeting.
  - Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Link Intime India Private Limited, to provide efficient and better service to the Members. Members holding share in physical form, if any are requested to advice such changes to the Company's Registrar and transfer agents, M/s Link Intime India Private Limited. Members holding

shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent, M/s Link Intime India Private Limited.

**Place: Ankleshwar**  
**Dated: 01.09.2022**

**By order of the Board of Directors**

**(Karan M Jolly)**  
**Chairman & Managing Director**  
**DIN: 06587791**

**REGISTERED OFFICE**

213, G.I.D.C.,  
PANOLI, ANKLESHWAR- 394116  
CIN: L24231GJ1994PLC022613  
Email Id: [info@prolifeindustries.in](mailto:info@prolifeindustries.in)

**Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013****Item No. 4**

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended; prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub-section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the transactions with the following related party are required approval of shareholders of the Company by an Ordinary Resolution:

The names of the Related Parties are Prolife Bio-Chemical Industries Private Limited, Prolife Chemopharma Private Limited, Shraddha Finechem Private Limited, Goldstar Chemicals Private Limited, Prolife Hair and Health Care Private Limited, Solvochem Intermediates Private Limited, Vibhav Life Science Private Limited, Cosmolife Foods and processing Private Limited, Prolife Echo Infrastructure LLP, Prolife Fine and Speciality Chemicals LLP, Yushka Cosmetics LLP, Shree Avani Pharma, Shree Ram Chemicals, J S Chemicals, Solvochem Industries, Ayaz Ice and Cold Storage, Prolife Communication Private Limited, Prolife Entertainment and Production Private Limited, , Prolife Multi Specialty Hospitals Private Limited, Prolife Speciality Chemicals Limited.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

The Board recommends this resolution set out in Item No. 4 of this notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Mr. Siddharth Raghuvanshi Directors and Ms. Yushika M Jolly relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

**By order of the Board of Directors**

**Place: Ankleshwar**

**Dated: 01.09.2022**

**(Karan M Jolly)**  
**Chairman & Managing Director**  
**DIN: 06587791**

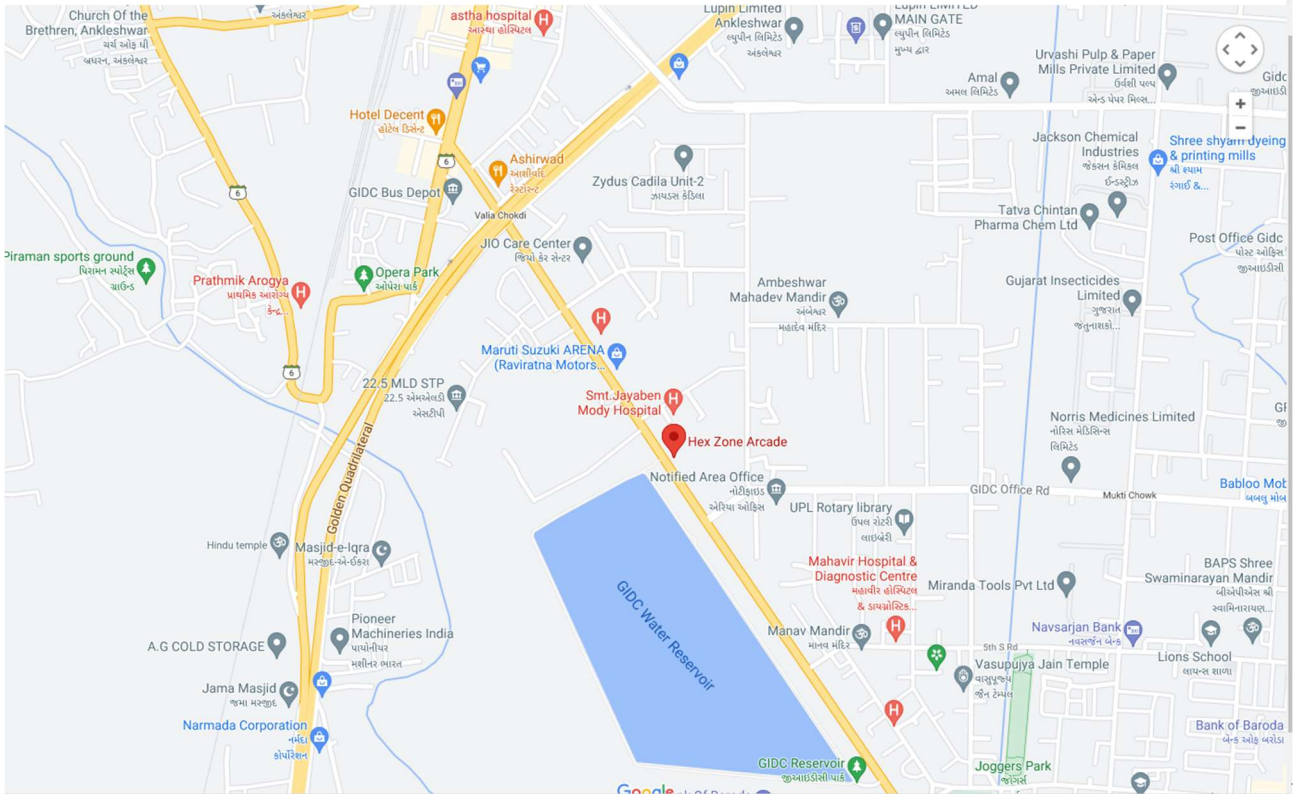
**Details of Director Seeking Re-appointment at the Annual General Meeting**

Particulars	Mrs. Anureet KaurJolly
Date of Birth	18 <sup>th</sup> May, 1967
Date of Appointment	31 <sup>st</sup> October, 2009
Qualifications	Bachelor of Science (B.Sc), Graduate Diploma in Financial Management (PGDFM) and Post Graduate Diploma in System Management (PGDSM)
Expertise in specific functional areas	Wide experience in chemical business
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	PROLIFE SPECIALITY CHEMICALS LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	-
Number of shares held in the Company	10,10,000

For other details such as number of Board meetings attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mrs. Anureet Kaur Jolly, please refer to the Director's Report which is part of this Annual Report.

**Route map of venue of Annual General Meeting of PROLIFE INDUSTRIES LIMITED:**

Venue: 6,8,10,12 HEXZONE ARCADE, NR. JAYABEN MODY HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR- 393002



## ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our presence at the 28<sup>th</sup> Annual General Meeting of the Company held at 6,8,10,12 Hexzone Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat India on Friday, 30<sup>th</sup> September, 2022, at 9:00 A.M.

Folio No. / Client ID/DPID No.

.....

Full Name of the Shareholder:

.....

Signature: .....

Full Name of Proxy.....

Signature: .....

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



**28<sup>th</sup> Annual General Meeting – 30<sup>th</sup> September, 2022****Form No. 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]

Name of the Member(s): .....

Registered Address: .....

Email: .....

Folio No./Client ID: .....

DP ID: .....

I/We, being the Member(s) of..... Shares of the Prolife Industries Limited, hereby  
appoint

Name: .....

Address: .....

Email.....

Signature: .....

**or failing him / her**

Name: .....

Address: .....

Email: .....

Signature: .....

**or failing him / her**

Name: .....

Address: .....

Email: .....

Signature: .....

**ANNUAL REPORT 2021-22**

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 28<sup>th</sup> Annual General Meeting of the company, to be held on Friday, 30<sup>th</sup> September, 2022 at 9:00 A.M. at 6,8,10,12 Hexzone Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat, India and at any adjournment thereof:

Sr. No.	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary resolution).		
2.	To declare final dividend on Equity shares for the year 2021-22 (Ordinary resolution)		
3.	To appoint Mrs. Anureet Kaur Jolly [DIN: 02730332], who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution).		
4.	To Approve Related Party Transactions with various related parties (Ordinary resolution)		

Signed this .....Day of ..... 2022

.....  
Signature of the Member  
Holder (s)

.....  
Signature of the proxy

Affix Rs. 1/ Revenue Stamp
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Signature of the shareholder  
Across Revenue Stamp

**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 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 total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*This is only optional Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.