

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of PROLIFE INDUSTRIES LIMITED will be held on Monday, September 23, 2024 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon;
2. To declare a final dividend of Rs. 0.50/- per equity (i.e. 5%) for the financial year ending on 31st March,2024;
3. To appoint a Director in place of Mr. Veljibhai Kanjibhai Patel (DIN: 08697081), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible to offer himself for re-appointment;

SPECIAL BUSINESS:

4. To re-appoint Mr. Dharmendra Mahendra Pushkarna (DIN: 08389975) as Independent Director of the Company for the second term of 5 years:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Dharmendra Mahendra Pushkarna (DIN: 08389975), who holds office as an independent director up to April 10, 2024, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from April 11, 2024 up to April 10, 2029.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby severally authorized to do, perform all such acts, deeds, matters and things, as they may deem necessary, proper, expedient in their sole and absolute discretion and take all such necessary steps as may be required in order to give effect to this resolution.”

5. Revision in remuneration of Mr. Karan Manindersingh Jolly (DIN: 06587791), the Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the Articles of Association of the Company, Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations 2015’), or any amendment, as recommended by Nomination and Remuneration Committee of the Board of Director of the Company consent of the members of the Company be and is hereby accorded for the payment of remuneration, to Mr. Karan Manindersingh Jolly (DIN: 06587791), the Managing Director of the Company not exceeding Rs. 60,00,000 Per Annum including all the perquisites and benefits if any. In the event of inadequacy or in absence of profits the Board shall be authorised to adjust the above remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the other terms of employment of Mr. Karan Manindersingh Jolly (DIN: 06587791) to the extent not amended or modified herein shall remain unchanged and further the Board of Directors including the Nomination and Remuneration Committee and/or any other person(s) authorised by the Board in this regard, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof.”

6. Revision in remuneration of Mr. Siddharth Raghuvanshi (DIN: 08751718), Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the Articles of Association of the Company, Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations 2015’), or any amendment, as recommended by Nomination and Remuneration Committee of the Board of Director of the Company consent of the members of the Company be and is hereby accorded for the payment of remuneration, to Mr. Siddharth Raghuvanshi (DIN: 08751718), Executive Director of the Company not exceeding Rs. 30,00,000 Per Annum including all the perquisites and benefits if any. In the event of inadequacy or in absence of profits the Board shall be authorised to adjust the above remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the other terms of employment of Mr. Siddharth Raghuvanshi (DIN: 08751718) to the extent not amended or modified herein shall remain unchanged and further the Board of Directors including the Nomination and Remuneration Committee and/or any other person(s) authorised by the Board in this regard, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof.”

7. Revision in remuneration of Mr. Veljibhai Kanjibhai Patel (DIN: 08697081), Professional Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the Articles of Association of the Company, Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations 2015’), or any amendment, as recommended by Nomination and Remuneration Committee of the Board of Director of the Company consent of the members of the Company be and is hereby accorded for the payment of remuneration, to Mr. Veljibhai Kanjibhai Patel (DIN: 08697081), Professional Executive Director of the Company not exceeding Rs. 20,00,000 Per Annum including all the perquisites and benefits if any. In the event of inadequacy or in absence of profits the Board shall be authorised to adjust the above remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the other terms of employment of Mr. Veljibhai Kanjibhai Patel (DIN: 08697081) to the extent not amended or modified herein shall remain unchanged and further the Board of Directors including the Nomination and Remuneration Committee and/or any other person(s) authorised by the Board in this regard, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof.”

8. To Approve Material Related Party Transactions with Prolife Bio-chemical Industries Private. Limited:

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 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Bio-chemical Industries Private. Limited. and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act,2013, on such terms and conditions as may be agreed between the Company and Prolife Bio-chemical Industries Private. Limited., for an aggregate value of up to ₹30 crore, to be entered during Financial Year 2024-25, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject

to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

9. To Approve Material Related Party Transactions with Prolife Speciality Chemicals Limited:

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 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Speciality Chemicals Limited and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act, 2013, on such terms and conditions as may be agreed between the Company and Prolife Speciality Chemicals Limited, for an aggregate value of up to ₹15 crore, to be entered during Financial Year 2024-25, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

10. To Approve Material Related Party Transactions with J.S Chemicals.:

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 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with J.S Chemicals and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act,2013, on such terms and conditions as may be agreed between the Company and J.S Chemicals., for an aggregate value of up to ₹ 18 crore, to be entered during Financial Year 2024-25, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

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, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

11. To Approve Material Related Party Transactions with Shree Ram Chemicals:

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 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to

include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Shree Ram Chemicals and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act,2013, on such terms and conditions as may be agreed between the Company and Shree Ram Chemicals., for an aggregate value of up to ₹18 crore, to be entered during Financial Year 2024-25, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Place: Ankleshwar
Dated: 23.08.2024

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: cs@prolifeindustries.in

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 4 to 11 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. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website.

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2023-2024 and Notice of the AGM of the Company, he/she may send a request to the Company by writing at cs@prolifeindustries.in mentioning their DP ID and Client ID/Folio No.

7. 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 Tuesday, September 17, 2024 to Monday, September 23, 2024 (both days inclusive) for the purpose of AGM.
8. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before October 22, 2024 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 16, 2024;
 - 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 16, 2024.

9. Members holding shares in electronic form may please note that their bank details as furnished by the respective depositories to the Company will be printed on the dividend warrants as per applicable regulations of the depositories and the Company will not entertain any direct request from such member for change/deletion in such bank details. Members may therefore give instructions regarding bank accounts to their respective depository participants only.
10. Under section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India.
11. As per the provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Registrar and Share Transfer agent of the company. Members holding shares in electronic form may forward nomination form duly filled to their respective depository participants only.
13. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be mailed to the company together with their respective specimen signatures at cs@prolifeindustries.in or to the scrutinizers of the Company at csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in.
14. 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.
15. 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.
16. 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 advise 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.

17. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited. (Insta Vote), on all the resolutions set forth in this Notice.

The remote e-voting period commences on September 19, 2024 (9.00 A.M.) and ends on September 22, 2024 (5.00 P.M.). During this period, members holding shares either in physical form or in dematerialized form, as on September 16, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date.

The Company has appointed M/s SPANJ & Associates, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The results declared along with the scrutinizer's report shall be placed on the Company's website and shall be communicated to the NSE where the shares of the company are listed within the time prescribed by the law.

Any person, who acquires Shares of the Company and becomes Member of the Company after sending the Notice and holding Shares as of the cut-off date, may obtain login ID and password by sending a request at cs@prolifeindustries.in or enoticies@linkintime.co.in. However, if he / she is already registered with NSDL/CDSL/Instavote to remote e-voting then he / she can use his / her existing user ID and password for casting vote. Any person who ceases to be the member of the Company as on cut-off date and in receipt of this notice, shall treat this AGM Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The instructions for the members for remote e-voting:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number

(last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

By order of the Board of Directors

Place: Ankleshwar

Dated: 23.08.2024

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

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: cs@prolifeindustries.in

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 4

The Members of the Company at their Annual General Meeting held on September 30, 2019, approved the appointments of Mr. Dharmendra Mahendra Pushkarna (DIN: 08389975) with effect from April 11, 2019, as Independent Directors of the Company to hold office for a term of 5 (Five) consecutive years in terms of Section 149 of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) at its meeting held on April 4, 2024, after taking into consideration the performance evaluation, background, business knowledge, skills, experience and contribution made by Mr. Dharmendra Mahendra Pushkarna (DIN: 08389975) during their tenure as Independent Directors, decided that the continued association of Mr. Dharmendra Mahendra Pushkarna would be beneficial to the Company and it is desirable to avail their services as Independent Directors of the Company. Accordingly, the Board has approved the re-appointments of Mr. Dharmendra Mahendra Pushkarna as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of up to 5 (Five) consecutive years w.e.f. April 11, 2024, subject to the approval of Members of the Company. Mr. Dharmendra Mahendra Pushkarna have confirmed that they are not disqualified to act as Independent Directors in terms of Section 164 of the Act and are not debarred from holding the office of Independent Directors by virtue of any SEBI order or any other such authority and are in compliance with Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received consent from Mr. Dharmendra Mahendra Pushkarna to act as Independent Director and declarations that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. As recommended and opined by the NRC and Board, Mr. Dharmendra Mahendra Pushkarna is person of integrity and fulfill the conditions specified under the Act read with rules made thereunder and the SEBI Listing Regulations for their re-appointment as Independent Directors of the Company and are eligible & independent of the management. The Company has also received notice in writing from a Member proposing the candidatures of Mr. Dharmendra Mahendra Pushkarna for the office of Directors of the Company. Given their knowledge, acumen, expertise, experience (including the proficiency), skills, valuable contribution to the deliberations at the meetings of the Board/ Committees, the NRC and Board are of the opinion that it would be in the interest of the Company to re-appoint Mr. Dharmendra Mahendra Pushkarna as Independent Director of the Company. In view of the above, it is proposed to seek approval of the Members by way of special resolutions for the re-appointment of Mr. Dharmendra Mahendra Pushkarna as Independent Director of the Company for a second term of up to 5 (Five) consecutive years in terms of Section 149 and other applicable provisions of the Act and Regulations 16, 17(1A) and 25 of the SEBI Listing Regulations. The profile/ resume, area of expertise and other details of Mr. Dharmendra Mahendra Pushkarna pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India) are annexed and form part of this Notice. Mr. Dharmendra Mahendra Pushkarna, being appointees, are interested in the resolutions set-out at Item Nos. 4 of this Notice, respectively

None of the other Director/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions except to the extent of their shareholding, if any, in the Company.

Your Directors recommends the resolution as set out in Item No. 4 of the Notice as Special Resolution.

Item No. 5

The Board of Directors of the Company ('the Board') at the meeting held on August 23, 2024 on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the remuneration not exceeding Rs. 60,00,000 per annum will be payable to Mr. Karan Manindersingh Jolly, Managing Director of the Company in terms of Section sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and as per the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Mr. Karan Manindersingh Jolly holds degree of Bachelor of Technology-Food Engineering and Technology from Institute of Chemical Technology, Mumbai and Master of Science in Biotechnology (Drug Design and Discovery) from Georgetown University, Washinton D.C. Mr. Karan Manindersingh Jolly is a dedicated professional and motivated leader with experience in wide array of Quality management Processes. He is having around five years of experience as Quality Production/Shipping Specialist at Magbio Genomics Inc., Gaithersburg MD, USA. He has core competencies in Quality Assurance Management, Project Management, Inventory Management, Internal Process and Product Auditor, Team Building and Reward Recognition and corrective/Preventive Actions. He also having around two experience in Chemical Industry. He is actively involved in the activities of the Company including manufacturing, development of customize product and marketing of the chemical manufactured.

He is serving as a Managing Director of the company since 2021. He has very good Technical, Project Management, Leadership, communication and decision making skills. Looking towards his experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Nomination and Remuneration committee recommended to enhance their remuneration not exceeing 60,00,000 per annum subject to approval in the meeting of shareholders of the company and as per provisions and rules of Companies Act,2013

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

Your Directors recommends the resolution as set out in Item No. 5 of the Notice as Special Resolution.

Item No. 6

The Board of Directors of the Company ('the Board') at the meeting held on August 23, 2024 on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the remuneration not exceeding Rs. 30,00,000 per annum will be payable to Mr. Siddharth Raghuvanshi, Executive Director of the Company in terms of Section sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and as per the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Mr. Siddharth Raghuvanshi holds a degree of Master of Business Administration in Banking and

Finance from Symbiosis International University, Pune. He is having professional experience of more than 5 years working in the field of Debt Syndication and Financial Risk Assessment with the likes of Siemens and other companies; he has extensive experience and knowledge in this field. His core competencies lie in the field of finance & Audit. Apart from the finance operations of the company he has also oversees the firm's financial decisions along with statutory compliances. Keeping in view his experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Nomination and Remuneration committee recommended to enhance their remuneration not exceeding 30,00,000 per annum subject to approval in the meeting of shareholders of the company and as per provisions and rules of Companies Act, 2013

None of the Directors and relatives of Directors are interested in the said resolution except Mr. Siddharth Raghuvanshi. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Your Directors recommends the resolution as set out in Item No. 6 of the Notice as Special Resolution.

Item No. 7

The Board of Directors of the Company ('the Board') at the meeting held on August 23, 2024 on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the remuneration not exceeding Rs. 20,00,000 per annum will be payable to Mr. Veljibhai K Patel, Executive, Professional Director of the Company in terms of Section sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and as per the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Mr. Veljibhai Kanjibhai Patel holds bachelor's degree in Chemistry – Bachelor of Science in Chemistry from Gujarat University. He is having more than three decades of experience in Chemical and Pharmaceutical Industry. He is working as a production Manager and Plant In charge.

He has very good Technical, Project Management, Leadership, communication and Decision making skills and he has been associated with company since March, 2020. Looking towards his competency and contribution towards the growth of the company, the Nomination and Remuneration committee recommended to enhance their remuneration not exceeding 20,00,000 per annum subject to approval in the meeting of shareholders of the company and as per provisions and rules of Companies Act, 2013

None of the Directors and Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommends the resolution as set out in Item No. 7 of the Notice as Special Resolution.

Item No. 8

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes 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.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Prolife Bio-chemical Industries Private. Limited. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. Prolife Bio-chemical Industries Private. Limited enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

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 with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 8 of the notice for approval of the members.

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

Item No. 9

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes 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.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Prolife Speciality Chemicals Limited. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. Prolife Speciality Chemicals Limited enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

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 with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 9 of the notice for approval of the members.

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

Item No. 10

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes 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.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to J.S Chemicals. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. J.S Chemicals enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

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 with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 10 of the notice for approval of the members.

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

Item No. 11

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes 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.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Shree Ram Chemicals. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with

related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. Shree Ram Chemicals enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

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 with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 11 of the notice for approval of the members.

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

Place: Ankleshwar
Dated: 23.08.2024

By order of the Board of Directors

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

Details of Director Seeking Re-appointment at the Annual General Meeting [Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

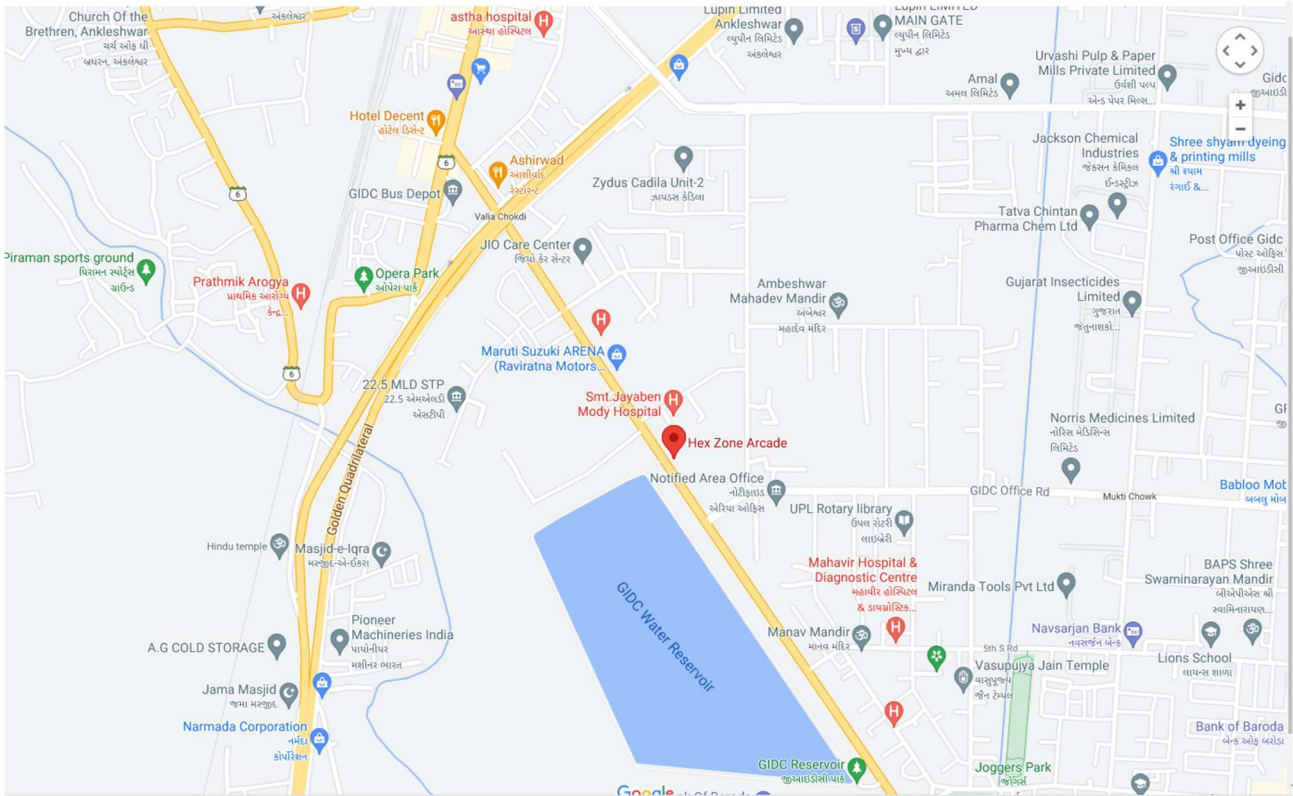
Particulars	Mr. Veljibhai Kanjibhai Patel (DIN: 08697081)	Mr. Dharmendra Mahendra Pushkarna (DIN: 08389975)
Date of Birth	7th March,1964	8 th May,1985
Date of Appointment	17th March,2020	11 th April,2019
Qualifications	Bachelor of Science (B.Sc) in Chemistry	Bachelor of Commerce
Expertise in specific functional areas	Experience of 3 decades in chemical and pharmaceutical industry Good Technical, Project Management and Leadership Skills	Mr. Dhramendra Mahendra Pushkarna has been associated in the field of Media for more than 15 years. He is having vast experience in this field. He has worked as News reporter, News anchor and Chief correspondent news anchor for National Media Houses. He has very good analytical, communication, Technical, Leadership and Decision-making skills. He is also having virtuous knowledge of Corporate Governance, Corporate laws and Securities law.
Terms and Conditions of Appointment/Re-appointment	Mr. Veljibhai Kanjibhai Patel is Executive Director of the Company, liable to retire by rotation.	Mr. Dharmendra Mahendra Pushkarna is an Independent Director of the Company, not liable to retire by rotation
Details of Remuneration sought to be paid	Upto Rs. 20 Lakhs	Nil
Last remuneration drawn (Per Annum)	Rs.14,23,125/-	Nil
Date of first appointment on the Board	17/03/2020	11 th April,2019
No. of shares held in the Company (including as a beneficial owner)	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
No. of Board Meetings attended/ held	4/4	4/4

during Financial Year 2023-24		
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA	NA
Memberships / Chairmanships of committees of the company (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	Nil
Resignation from listed entities in the past three years	NA	NA
In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	NA	Refer Item No. 4 of the Notice and Explanatory Statement

For other details of Mr. Veljibhai Kanjibhai Patel and Mr. Dharmendra Mahendra Pushkarna, 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 MODI 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 30th 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 Monday, 23rd September, 2024, 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)

30th Annual General Meeting – 23rd September, 2024

**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:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 30th Annual General Meeting of the company, to be held on Monday, 23rd September, 2024 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, 2024, 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 2023-24 (Ordinary resolution)		
3.	To appoint Mr. Veljibhai Kanjibhai Patel [DIN: 08697081], who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution)		
4.	To re-appoint Mr. Dharmendra Mahendra Pushkarna (DIN: 08389975) as Independent Director of the Company for the second term of 5 years (Special resolution).		
5.	Revision in remuneration of Mr. Karan Manindersingh Jolly (DIN: 06587791), the Managing Director of the Company (Special resolution).		
6	Revision in remuneration of Mr. Siddharth Raghuvanshi (DIN: 08751718), Executive Director of the Company (Special resolution).		
7	Revision in remuneration of Mr. Veljibhai Kanjibhai Patel (DIN: 08697081), Professional Executive Director of the Company (Special resolution).		
8	To Approve Material Related Party Transactions with Prolife Bio-chemical Industries Private. Limited (Ordinary resolution)		
9	To Approve Material Related Party Transactions with Prolife Speciality Chemicals Limited (Ordinary resolution)		
10	To Approve Material Related Party Transactions with J.S Chemicals (Ordinary resolution)		

11	To Approve Material Related Party Transactions with Shree Ram Chemicals (Ordinary resolution)		
----	---	--	--

Signed thisDay of 2024

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

.....
Signature of the proxy

Affix Rs. 1/ Revenue Stamp

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.