

GUJARAT NATURAL RESOURCES LIMITED

CIN: L27100GJ1991PLC016158

**Regd. Office: 3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehru Nagar, Satellite Road,
Ahmedabad - 380015 Gujarat, India**

Tel. No.: 079 40029806, Email ID: info@gnrl.in, Website: www.gnrl.in

Notice of Extra-Ordinary General Meeting of the Equity Shareholders of Gujarat Natural Resources Limited

Day : Thursday

Date : 31st March, 2022

Time : 3:30 P.M. (IST)

Extra-Ordinary General Meeting will be held through Video Conferencing (VC)/other Audio-Visual Means (OAVM)

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NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members (EOGM/EGM) of **Gujarat Natural Resources Limited** will be held on **Thursday, 31st March, 2022** at **3:30 P.M. IST** through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following Business:

1. REGULARIZATION OF APPOINTMENT OF MR. ALPESH SHANTILAL SWADAS (DIN: 09512469), AS THE NON-EXECUTIVE INDEPENDENT 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") if any, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, Mr. Alpesh Shantilal Swadas (DIN: 09512469), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 28/02/2022 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at the ensuing Annual General Meeting ('AGM') and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act, be and is hereby appointed as the Non-Executive Independent Director of the company to hold office for a term of 5 (five) consecutive years commencing from 28th February, 2022 to 27th February, 2027.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

2. REGULARIZATION OF APPOINTMENT OF MS. MANSI SUDHIRBHAI SHAH (DIN: 09512573), AS THE NON-EXECUTIVE INDEPENDENT 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") if any, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, Ms. Mansi Sudhirbhai Shah (DIN: 09512573), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 28/02/2022 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at the ensuing Annual General Meeting ('AGM') and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing her

candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act, be and is hereby appointed as the Non-Executive Independent Director of the company to hold office for a term of 5 (five) consecutive years commencing from 28th February, 2022 to 27th February, 2027.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

3. REGULARIZATION OF APPOINTMENT OF MR. CHANDRAKANT NATUBHAI CHAUHAN (DIN: 08057354), AS THE NON-EXECUTIVE INDEPENDENT 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") if any, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, Mr. Chandrakant Natubhai Chauhan (DIN: 08057354), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 30/09/2021 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at the ensuing Annual General Meeting ('AGM') and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act, be and is hereby appointed as an Non-Executive Independent Director of the company to hold office for a term of 5 (five) consecutive years commencing from 30th September, 2021 to 29th September, 2026.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

4. REGULARIZATION OF APPOINTMENT OF MR. HITESH DONGA (DIN: 03393396), AS THE NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013, ("the Act") if any and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, Mr. Hitesh Donga (DIN: 03393396) who was appointed as an Additional Director (in the capacity of a Non-Executive, Non-Independent Director) of the company by the Board of Directors at its meeting held on 28/02/2022 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at the ensuing Annual General Meeting ('AGM') and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

By order of the Board of Directors

Registered Office:

3rd Floor, A Wing, Gopal Palace,
Opp. Ocean Park, Nr. Nehru Nagar,
Satellite Road, Ahmedabad - 380015
Gujarat, India
CIN: L27100GJ1991PLC016158
Tel: 079 40029806,
E-mail: info@gnrl.in
Website: www.gnrl.in

**Sd/-
Shalin A. Shah
Managing Director
(DIN: 00297447)**

Date: 28th February, 2022

Place: Ahmedabad

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circulars issued by the Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 ('MCA Circulars') and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ('SEBI Circulars') and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Bodies Corporate is entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.gnrl.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and update the same on the website of the Company www.gnrl.in, in case the shares are held by them in physical form.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA Purva Sharegistry (India) Private Limited in case the shares are held by them in physical form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, 28th March, 2022 at 9:00 A.M. and ends on Wednesday, 30th March, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on the record date (cut-off date) i.e. Friday, 25th March, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 25th March, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 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: https://eservices.nsdl.com/ 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 options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 |

| | |
|---|--|
| | <p>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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their 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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022-23058738 or 022-23058542-43 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschintanpatel@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **caf.gnrl@gmail.com**.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **caf.gnrl@gmail.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance at least 10 days before the date of EGM mentioning their name, demat account number/folio number, email id, mobile number at **caf.gnrl@gmail.com**. The same will be replied by the company suitably.
- The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process and voting at the EGM in a fair and transparent manner.
 - The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
 - The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.gnrl.in and on the website of NSDL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.

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

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying Notice.

ITEM NO. 1 OF THE NOTICE

REGULARIZATION OF APPOINTMENT OF MR. ALPESH SHANTILAL SWADAS (DIN: 09512469), AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Alpesh Swadas (DIN: 09512469), as an Additional Director (Independent) w.e.f. February 28, 2022. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Alpesh Swadas holds the office as an Additional Director (Independent) up to the date of ensuing Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Alpesh Swadas as an Independent Director.

In the opinion of the Board, Mr. Alpesh Swadas (DIN: 09512469) fulfill the conditions as specified in the Act and the Rules framed thereunder for appointment of an Independent Director and he is independent of the management. In compliance with the provisions of section 149 and 150 (2) read with Schedule IV of the Act, the business of appointment of Mr. Alpesh Swadas (DIN: 09512469) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 28th February, 2022 upto 27th February, 2027 is being placed before the Members for their approval.

The Board of Directors is of the opinion that his capability and valuable experience in Business Strategy Management will help the Company in taking important decision in the interest of the Company and innovative ideas can transform the business model and strengthen the organizational roots and hence recommends the Resolution for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day.

None of the Directors, Key Managerial Personnel and relatives thereof other than, Mr. Alpesh Swadas has any concern or interest, financial or otherwise, in the resolution at Item No. 1 of the Notice.

ITEM NO. 2 OF THE NOTICE

REGULARIZATION OF APPOINTMENT OF MS. MANSI SUDHIRBHAI SHAH (DIN: 09512573), AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Ms. Mansi Shah (DIN: 09512573), as an Additional Director (Independent) w.e.f. February 28, 2022. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Ms. Mansi Shah holds the office as an Additional Director (Independent) up to the date of ensuing Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying her intention to propose the appointment of Ms. Mansi Shah as a Director.

In the opinion of the Board, Ms. Mansi Shah (DIN: 09512573), fulfill the conditions as specified in the Act and the Rules framed thereunder for appointment of an Independent Director and she is independent of the management. In compliance with the provisions of section 149 and 150 (2) read with Schedule IV of the Act, the business of appointment of Ms. Mansi Shah (DIN: 09512573) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 28th February, 2022 upto 27th February, 2027 is being placed

before the Members for their approval.

Ms. Mansi Shah has varied experience in Project Management and Finance. The Board of Directors is of the opinion that her experience can transform the business model and strengthen the organizational roots and hence recommends the Resolution for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day.

None of the Directors, Key Managerial Personnel and relatives thereof other than, Ms. Mansi Shah has any concern or interest, financial or otherwise, in the resolution at Item No. 2 of the Notice.

ITEM NO. 3 OF THE NOTICE

REGULARIZATION OF APPOINTMENT OF MR. CHANDRAKANT NATUBHAI CHAUHAN (DIN: 08057354), AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mr. Chandrakant Chauhan (DIN: 08057354), as an Additional Director (Independent) w.e.f. September 30, 2021. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Chandrakant Chauhan holds the office as an Additional Director (Independent) up to the date of ensuing Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Chandrakant Chauhan as a Director.

In the opinion of the Board, Mr. Chandrakant Chauhan (DIN: 08057354) fulfill the conditions as specified in the Act and the Rules framed thereunder for appointment of an Independent Director and he is independent of the management. In compliance with the provisions of section 149 and 150 (2) read with Schedule IV of the Act, the business of appointment of Mr. Chandrakant Chauhan (DIN: 08057354) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 30th September, 2021 to 29th September, 2026." is being placed before the Members for their approval.

Mr. Chandrakant Chauhan is engaged in the marketing activity and has varied experience. Moreover, he has dynamic qualities and rich managerial skills therefore the Board of Directors is of the opinion that his involvement in the Company will be beneficial for the future growth and development of the Company and hence recommends the Resolution for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day.

None of the Directors, Key Managerial Personnel and relatives thereof other than, Mr. Chandrakant Chauhan has any concern or interest, financial or otherwise, in the resolution at Item No. 3 of the Notice.

ITEM NO. 4 OF THE NOTICE

REGULARIZATION OF APPOINTMENT OF MR. HITESH DONGA (DIN: 03393396), AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Hitesh Donga (DIN: 03393396), as an Additional Director w.e.f. February 28, 2022. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Hitesh Donga holds the office as an Additional Director (Non Executive, Non-Independent) up to the date of ensuing Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Hitesh Donga as a Director.

In the opinion of the Board, Mr. Hitesh Donga fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as a Non- Executive, Non-Independent Director of the Company w.e.f. February 28, 2022, is being placed before the Members for their approval.

Mr. Hitesh Donga has vast knowledge and varied experience in Accounts and Taxation. The Board of Directors is of the opinion that his knowledge and experience can transform the business model and strengthen the organizational roots and hence recommends the Resolution for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day.

None of the Directors, Key Managerial Personnel and relatives thereof other than, Mr. Hitesh Donga has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of the Notice.

By order of the Board of Directors

Registered Office:

3rd Floor, A Wing, Gopal Palace,
Opp. Ocean Park, Nr. Nehru Nagar,
Satellite Road, Ahmedabad - 380015
Gujarat, India
CIN: L27100GJ1991PLC016158
Tel: 079 40029806,
E-mail: info@gnrl.in
Website: www.gnrl.in

Sd/-
Shalin A. Shah
Managing Director
(DIN: 00297447)

Date: 28th February, 2022

Place: Ahmedabad

ANNEXURE OF THE NOTICE

(i) As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), details including the profile of Directors seeking regularization of appointment as Director, is given below:

| | | | | |
|--|---|--|--|--|
| Name of Director & DIN | Mr. Alpesh Shantilal Swadas (DIN:09512469) | Ms. Mansi Sudhirbhai Shah (DIN: 09512573) | Mr. Chandrakant Natubhai Chauhan (DIN: 08057354) | Mr. Hitesh Donga (DIN : 03393396) |
| Category | Non-Executive Independent Director | Non-Executive Independent Director | Non-Executive Independent Director | Non-Executive, Non-Independent Director |
| Date of Birth / Age | 10-02-1973 / 49 years | 14-05-1989 / 32 years | 12-07-1993 / 28 years | 07-01-1985 / 37 years |
| Date of First Appointment | 28-02-2022 | 28-02-2022 | 30-09-2021 | 28-02-2022 |
| Qualification | Undergraduate | B.C.A. & M.B.A. | Graduate | M.Com. & M.B.A. (Finance) |
| Terms and Conditions of appointment or re-appointment | As mentioned in the Letter of Appointment | As mentioned in the Letter of Appointment | As mentioned in the Letter of Appointment | As mentioned in the Letter of Appointment |
| Expertise in Specific functional areas | Business Strategy Management | Project Management and Finance Management | Marketing Activities | Accounts and Taxation |
| Number of shares held in the Company | NIL | NIL | 311 Equity Shares | NIL |
| Past Remuneration | NIL | NIL | NIL | NIL |
| Remuneration Proposed | NIL | NIL | NIL | NIL |
| List of Other Companies in which Directorships are held | NIL | NIL | 1. Ashnisha Industries Limited 2. Lesha Industries Limited | NIL |
| Memberships / Chairpersonships of committees of other Board | NIL | NIL | 1. <u>Ashnisha Industries Limited</u> Chairpersonship - Audit Committee Membership- • Nomination & Remuneration Committee • Stakeholders Relationship Committee 2. <u>Lesha Industries Limited</u> | NIL |

| | | | | |
|--|------|------|---|------|
| | | | Chairpersonship - <ul style="list-style-type: none"> • Nomination & Remuneration Committee Membership- <ul style="list-style-type: none"> • Audit Committee, • Stakeholders Relationship Committee | |
| No. of Board Meetings attended during the year 2021-22 | 1/1 | 1/1 | 6/6 | 1/1 |
| Relationship with other Directors/ Manager and other Key Managerial Personnel | None | None | None | None |