



AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

NOTICE OF 01st (FIRST) 01/2025-26 EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF AAR SHYAM INDIA INVESTMENT COMPANY LIMITED (“THE COMPANY”/“the Company”) FOR FINANCIAL YEAR 2025-2026

(Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

NOTICE is hereby given that the 01/2025-26 Extra-Ordinary General Meeting (“EGM”) of the Members of M/s. Aar Shyam India Investment Company Limited (“the Company”), will be conducted in accordance with Section 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force hereinafter referred to as the “Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the “Rules”), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to pass a *Special/ Ordinary Resolution* as appended below through Electronic voting (“e-voting”) to be held on Friday, May 16, 2025 at 04:00 p.m. at the registered office of the Company situated at Space No. 920, Kirti Shikhar Building, District Centre, Janak Puri, New Delhi-110058 to transact the following business:

By Order of the Board of Directors
For Aar Shyam India Investment Company Limited

Sd/-
(DRISHTI SIDHWA)

Company Secretary and Compliance Officer

Date: April 21, 2025

Place: Delhi

Regd. Office: no 920, 9th Floor Kirti Shikhar Building Dist. Centre Janakpuri, New Delhi – 110058

CIN: L67120DL1983PLC015266, Email [Id: info@aarshyam.in](mailto:info@aarshyam.in)

Website: www.aarshyam.in

Ph. No: 91 11 45626909

SPECIAL BUSINESS:

1. TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10/- each by creating additional 7,15,00,000 (Seven Crores Fifteen Lakhs) Equity shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following clause:

V. The Authorised share capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

2. TO ALTER THE EXISTING OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (**“the Act”**) and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and any other applicable law(s), rule(s), regulation(s), guideline(s), the consent and approval of the Members of the Company be and is hereby accorded to modify the Clause III (A) **“The Main Objects to be pursued by the Company on its incorporation”** of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the existing Clause III (A) **“The Main Objects to be pursued by the Company on its incorporation”** of the Memorandum of Association of the Company be and is hereby substituted with the following objects, as mentioned below:

1. To carry on business as manufacturer and packer of and dealers in food stuffs of all description for human and animal usage, including extruded foods and cereals, textured soya protein food, Frozen processed foods all of which shall be formulated to contain fruit or vegetable product including those suitable or deemed to be suitable for infants, Growing children, adults, invalid and convalescents and or for the general public and forest products, agricultural, plantation and horticultural products, medicinal and aromatic plants.
2. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including Cheese, Butter, Ghee, Ice creams, Baby foods, Instant foods and any by products or co-products thereof and to carry on the business and setting up of Dairy Farms, Milk Processing Plants, Food Processing Plants, Cold Storage Plants, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.
3. To carry on the business of Manufacturers, Millers, Grinders, Rollers, Processors, Tankers, Packers and Preserves, and dealers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Potential foods, health and instant foods of all kinds, including baby and dietetic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.
4. To Manufacture and Sale trading of Jams, Jellies, Pickles, Food pastes, Vinegars, Vermicelli, Wafers Appalams and such other food Products cereals, roots, corns, fruits and flour pickles condiments, masala and spice powders, chutney, sauce squash fudge. Jelly, ketchup, soup, instant food perfumery compounds and chemicals and Mineral Water.
5. To carry on the business of caring fruit and vegetables and meat products.
6. To engage in engineering consultation & execution of all forms of electrical power and all other forms of energy in all aspects and to plan, promote, develop, establish distribution networks or systems, trading platforms and to acquire, in any manner, these networks or systems or trading platforms from power generating companies, central or state government undertakings, local authorities or statutory bodies or other persons within India or abroad.
7. To carry on the business in India and abroad for providing customers with a platform, in the physical and/or electronic form, through the means of facsimile, electronic-mail (e-mail), internet, intranet, e-commerce, m-commerce and/or any other means, to enable transactions of hiring of all types of cars, fleet taxis, or any other motor vehicles for consideration, commission, service fee, insertion fee and to act as a platform, consultant, agent and service provider.
8. To carry on the business in India and abroad of providing a platform, technology services and/or other mechanism through any future known or unknown technology, in the physical and/or electronic form, through the means of facsimile, electronic-mail (email), internet, intranet, e-commerce, m-commerce and/or any other means, to facilitate transactions whether by and between businesses, individual consumers or by and between businesses and consumers and such similar, incidental and ancillary activities thereto including but not limited to any advertisements and promotions.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

3. TO CHANGE THE NAME AND OTHER CLAUSES OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 14 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Registration Centre, Ministry of Corporate Affairs, and such other regulatory authorities as may be necessary, the consent of the shareholders be and is hereby accorded to change the name of the Company from **“Aar Shyam India Investment Company Limited”** to **“Zenopure Ventures Limited”** or **“Solvanta Industries Limited”** as recommended by the Board of Directors in its meeting held on **April 21, 2025** .

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby substituted accordingly.

Clause I: The name of the Company is **Zenopure Ventures Limited***

Or

Clause I: The name of the Company is **Solvanta Industries Limited***

*Or any such other name as may be recommended by the Board of Directors of the Company and approved by the Registrar of Companies, Central Registration Centre.

RESOLVED FURTHER THAT upon the change of name becoming effective, the new name shall appear in all documents including the Memorandum and Articles of Association of the Company and at all other relevant places wherever the existing name is appearing.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

4. TO SURRENDER THE NON-BANKING FINANCIAL COMPANY (“NBFC”) LICENCE OF THE COMPANY:

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

“RESOLVED THAT, vide Press Release No. 2022-2023/1289 dated December 01, 2022, and in accordance with the applicable guidelines and directions issued by the Reserve Bank of India (RBI) under the Reserve Bank of India Act, 1934, the consent of the members be and is hereby accorded for the surrender of the Certificate of Registration (CoR) bearing number B-14.03138, dated February 20, 2008, issued by the Reserve Bank of India to the Company for carrying on the business of a Non-Banking Financial Company (NBFC).

RESOLVED FURTHER THAT, the Board of Directors hereby approves in the meeting held on April 21, 2025 that the Company will cease all non-banking financial activities with effect from May 15, 2025 and affirms that it shall not engage in such activities in the future.

RESOLVED FURTHER THAT, the members take note that the Board of Directors, at its meeting held on April 21, 2025 has approved the proposal to surrender the NBFC license, and to amend the objects of the Company in alignment with its revised business objects, in view of the decision to discontinue NBFC-related activities and to pursue new business avenues in the best interests of the Company and its stakeholders.”

By Order of the Board of Directors
For **Aar Shyam India Investment Company Limited**

Sd/-
(**DRISHTI SIDHWA**)

Company Secretary and Compliance Officer

Date: April 21, 2025
Place: Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses set out at Item Nos. 1,2,3 and 4 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
6. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
7. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
8. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company at www.aarshyam.in
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 1.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the date of the EGM of the Company.
10. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

11. Members are requested to intimate change in their address if any immediately to **M/s MAS Services Limited**, the Company's Registrar and Share Transfer Agents, at their office at T-34 IInd Floor Okhla Industrial Area Phase-II, New Delhi 110020 **Email Id:** info@masserv.com
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to **M/s. MAS Services Limited**, Registrar and Share Transfer Agents of the Company, at their address given above.
13. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. 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.
15. At present the Company's equity shares are listed on the BSE Limited and the Calcutta Stock Exchange Limited. Members are informed that the script of the Company have been activated both in Central Depositories Services Limited ("CDSL") and may be dematerialized under the ISIN- **INE512R01010**.
16. The route map to the EGM venue is given herein.

17. **Voting through Electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to the Members, a facility to exercise their right to vote on the resolution proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services ("**remote e-voting**") provided by National Securities Depository Limited.
- II. The facility for voting through Polling Paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

III. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- i. The voting period begins on **Tuesday, May 13, 2025** and ends on **Thursday, May 15, 2025**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, May 09, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi 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 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, 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding	<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. After Successful login, you will be able to see</p>

securities in demat mode) login through their Depository Participants (DP)	e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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 21 09911
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

v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on **“SUBMIT”** tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant AAR SHYAM INDIA INVESTMENT COMPANY LIMITED on which you choose to vote.
- x. On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- xi. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- xiii. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@aarshyam.com (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDS) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

18. Mr. Aakash Goel, Proprietor of M/s. G Aakash & Associates, Company Secretaries, (C.P No.21629) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting by show of hands is not allowed.
20. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
21. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [http:// www.aarshyam.in](http://www.aarshyam.in) and on the website of CDSL.

The same will be communicated to the stock exchanges where the Company shares are listed viz. BSE Limited and Calcutta Stock Exchange Limited ("Stock Exchanges").

By Order of the Board of Directors
For **Aar Shyam India Investment Company Limited**

Sd/-
(**DRISHTI SIDHWA**)

Date: April 21, 2025
Place: Delhi

Company Secretary and Compliance Officer

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons)

Item No. 1:

APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

Presently the Authorised Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs. 10/- each. The Board of Directors of the Company at its meeting held on April 21, 2025, proposed to enhance the Authorised Capital of the Company. Accordingly, it is proposed to increase the Authorised Share Capital of the Company to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10/- each. Owing to the increase in the Authorised Share Capital of the Company, as explained herein above, Clause V of the Memorandum of Association ("MOA") is also required to be altered. In terms of the provisions contained under Section 13, 61 and 63 and other applicable provisions of the Companies Act, 2013, the increase in authorised share capital, alteration in capital clause of the MOA of the Company requires the approval of Members. Further, in terms of the provisions of Section 108 of the Companies Act, 2013, as amended, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the approval of the Members is sought to be taken at a General Meeting.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as an *Ordinary Resolution*.

None of the Directors or any Key Managerial Personnel or any relative of the Directors / Key Managerial Personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

Item No. 2:

TO ALTER THE EXISTING OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY:

The Company intends to amend and substitute its existing main object clause of Memorandum of Association ("MOA"), as outlined in the resolution above in Item no. 2.

Aar Shyam India Investment Company Limited proposes to modify its objects clause to engage in FMCG and Power sector activities, subject to approval from the Members of the Company. The alteration in the Object Clause of the MOA, as described in the resolution, is aimed at facilitating diversification. This move will enable the Company to broaden its scope of operations, conduct its business more economically and efficiently, and position itself advantageously for future endeavours.

In its meeting held on April 21, 2025, the Board approved the alteration of the MOA. The Board now seeks Members' approval to proceed with this change.

The draft copy of the MOA of Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EGM. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through ***Special Resolution*** pursuant to the provisions of Section 13 of the Companies Act, 2013.

Furthermore, none of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the passing of this resolution.

The Board recommends the Resolution set out under Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as a ***Special Resolution***.

Item No. 3:

TO CHANGE THE NAME AND OTHER CLAUSES OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

The Board of Directors of the Company, at its meeting held on April 21, 2025, has considered and approved a proposal to change the name of the Company. This decision is in alignment with the revised objects of the Company, which are also proposed for approval in the same Board Meeting. The proposed new name better reflects the strategic direction and future business activities the Company intends to pursue.

The proposed change in name and amendments to the Memorandum and Articles of Association are subject to the approval of the shareholders by way of a special resolution at the ensuing Extraordinary General Meeting (EGM) scheduled to be held on May 16, 2025, and further subject to the approval of the Registrar of Companies and any other regulatory authorities as may be necessary.

The Board recommends the resolution(s) for approval of the shareholders as being in the best interest of the Company.

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

The Board recommends the passing of the resolution as a ***Special Resolution***.

Item No. 4:

TO SURRENDER THE NON-BANKING FINANCIAL COMPANY (“NBFC”) LICENCE OF THE COMPANY:

The Company is registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) under Certificate of Registration (CoR) No. B-14.03138, dated February 20, 2008, issued under Section 45-IA of the Reserve Bank of India Act, 1934.

The Board of Directors of the Company, at its meeting held on Monday, April 21, 2025, reviewed the current operations and long-term strategic direction of the Company. After due consideration, the Board has decided to discontinue the NBFC business activities, as the Company has not been actively engaged in NBFC operations in recent years and does not intend to carry out such activities going forward. The decision aligns with the Company’s revised business objectives and the intent to explore alternate business opportunities.

Further, in line with the Reserve Bank of India's Press Release No. 2022-2023/1289 dated December 01, 2022, which provides an application form for the surrender of NBFC licenses by entities no longer intending to discontinue such activities, the Board has approved the proposal to voluntarily surrender the NBFC license.

Accordingly, it is proposed to seek shareholders' approval to surrender the CoR granted by the RBI and amend the objects of the Company, in due course, to reflect its new line of business.

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

The Board recommends the passing of the resolution as a *Special Resolution*.

By Order of the Board of Directors
For Aar Shyam India Investment Company Limited

Sd/-
(DRISHTI SIDHWA)
Company Secretary and Compliance Officer

Date: April 21, 2025
Place: Delhi

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED
Registered Office: Space No. 920, Kirti Shikhar Building, District Centre,
Janak Puri, New Delhi-110058
CIN: L67120DL1983PLC015266 **T:** +91-11 45626909
E-Mail: info@aarshyam.in **Website:** www.aarshyam.in

ATTENDANCE SLIP

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE
MEETING VENUE**

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

**Applicable for investors holding shares in Electronic form.*

Applicable for investors holding shares in Physical form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the 01st (First) Extra-Ordinary General Meeting of the Company for the Financial Year 2025-2026, held on May 16, 2025 at 04:00 p.m. at the registered office of the Company situated at Space No. 920, Kirti Shikhar Building, District Centre, Janak Puri, New Delhi-110058.

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED
Registered Office: Space No. 920, Kirti Shikhar Building, District Centre,
Janak Puri, New Delhi-110058
CIN: L67120DL1983PLC015266 **T:** +91-11 45626909
E-Mail: info@aarshyam.in **Website:** www.aarshyam.in

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)

CIN: L67120DL1983PLC015266

Name of the Company: Aar Shyam India Investment Company Limited

Registered Office: Space No. 920, Kirti Shikhar Building, District Centre, Janak Puri,
New Delhi-110058

Name of the Member(s)		
Registered Address:		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

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

1. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____

2. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____

3. Name : _____
Address : _____
E-mail ID : _____
Signature : _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01st (First) Extra-Ordinary General Meeting of the Company for the Financial Year 2025-2026, to be held Friday, May 21, 2025 at 04:00 p.m. at the registered office of the Company situated at Space No. 920, Kirti Shikhar

Building, District Centre, Janak Puri, New Delhi-110058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	Approval for increase in authorised share capital of the Company		
2.	Alteration in the main object clause of the Memorandum of Association of the Company		
3.	To Change the name and other clauses of Memorandum and Articles of Association of the Company		
4.	To Surrender the Non-Banking Financial Company (“NBFC”) license of the Company		

Signed this _____ day of _____ 2025.

Affix Revenue Stamp

Signature of Shareholders(s)

Signature of Proxy holders(s)

Re.1
Revenue
Stamp

Note:

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. For the resolution and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
3. It is optional to put a (√) in the appropriate column against the Resolution indicated in the Box. If, you leave the ‘For’ and ‘against’ column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

ROUTE MAP FOR EGM VENUE

Space No. 920, Kirti Shikhar Building, District Centre, Janak Puri, New Delhi-110058

