

## **NOTICE**

NOTICE is hereby given pursuant to Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 ("Circulars"), that an extra ordinary general meeting of the Members Pervasive Commodities Limited will be held on Monday, 3<sup>rd</sup> May, 2021 at 03.30 PM IST through video conferencing ("VC"), to transact the following businesses:.

### **SPECIAL BUSINESS:**

#### **01. Increase in authorized share capital:**

To consider and if thought fit, to pass with or without modification following ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 13, 61 and 64 and other applicable provisions of the Companies Act 2013, including any amendment thereto or re-enactment thereof, and the rules framed thereunder, and pursuant to Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company to Rs. 10,00,00,000/- (Rupees ten crores only) divided in to 1,00,00,000 (one crore only) equity shares of face value of Rs. 10/- each and thereby to alter the authorized share capital clause of the Memorandum of Association and that all the shares shall rank pari passu to the existing Equity shares."

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company shall be altered by deleting the same and substituting in its place and instead thereof, the following as a new Clause V:

"The Authorized share capital of the Company is Rs. 10,00,00,000/- (Rupees ten crores only) divided in to 1,00,00,000 (one crore only) equity shares of face value of Rs. 10/- (Rupees ten only) each."

### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and the proxy need not be the member of the company. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case proxy shall not act as proxy for any other member.
2. A form of proxy is herewith attached. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting duly signed by the member. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.
3. In case of joint holders, only a 1<sup>st</sup> Joint holder will be permitted to vote.
4. The Statement pursuant to section 102 of Companies act 2013 and /or Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2016 with regard to Explanatory Statement is herewith annexed to this notice.
5. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.
6. The Companies Act provides nomination facility to the members. As a member of the Company you have an option to nominate any person as your nominee to whom you shares shall vest in case of unfortunate event of death. It is advisable to avail this facility especially by the members holding shares on single name. This nomination would avoid process of acquiring rights in shares through transmission. In case of joint holders, nomination shall be effective only on death of the all the joint holders. If the shares are held in Dematerialized form, the nomination form needs to be forwarded to your Depository Participant.
7. Trading in Equity Shares of the Company is compulsorily in Dematerialized mode by all the investors. Members are therefore requested to convert their Physical Shareholding in Demat Form in case they wish to trade their Equity Shares.

8. 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 normal business hours up to the date of and during the Annual general Meeting.
9. Electronic copy of the Notice including remote E Voting instructions, Attendance Slips, Proxy Form is being sent to all the members whose emails id are registered with the Company / Depository Participants for communication purpose. For members who have not registered their email ids, physical copy of notice including Remote E Voting instructions, Attendance Slips, Proxy Form is sent by permitted mode of dispatch.
10. For protection of environment and to conserve natural resources, members are requested to register their emails, with Company / RTA or Depository Participant to enable company to send communication including Annual Report, notices, circulars etc. electronically.
11. Members holding shares in physical form in multiple folios on the same name and in the same order are requested to consolidate all their folios. For this purpose, application may be submitted to M/s Accurate Securities and Registry Pvt. Ltd.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner as on the cutoff date i. e. Friday, 23<sup>th</sup> April 2021.
13. In terms of section 108 of Companies Act 2013 read with Companies (Management and Administration) Rules 2014, as amended from time and time and as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the remote e voting facility through National Securities Depository Limited (NSDL) to its members holding shares in physical or dematerialized form, as on cutoff date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice.

This is to clarify that it is not mandatory for a member to vote using the E voting facility and a member may avail the facility at his / her discretion, subject to compliance with the instruction for Remote E-Voting.

Further in case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised right to vote by electronics means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20(4)(xi) of the said rules for the business specified in the accompanying notice.

It is specifically clarified that members who have exercised their right to vote by remote electronics means, may be allowed to participate in the General Meeting but shall not be eligible to vote by way of poll at the meeting as per proviso to Rule 20(4)(vii). The Information with respect to voting process and other instructions regarding remote e-voting are detailed in note no. 20.

14. Shri Jagdish Akhani, Practicing Company Secretary, Ahmedabad (Mem. No. 7540) has been appointed as Scrutinizer to scrutinize voting and remote e voting process in fair and transparent manner.
15. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the General Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.
16. The results shall be declared forthwith by the Chairman or a person so authorized by him in writing on receipt of report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.pervasivecommodiites.com](http://www.pervasivecommodiites.com) and on the website of NSDL.
17. The resolutions shall be deemed to be passed on the date of the General Meeting, subject to the same being passed with requisite majority.
18. Voting process and other instructions regarding Remote E Voting:

#### **Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
  - 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.

5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [jakhaniassociates@gmail.com](mailto:jakhaniassociates@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.

**Explanatory Statement pursuant to Section 102 of Companies Act 2013:**

**Item No. 1:**

The Board of Directors of the Company in their Board meeting held on 09<sup>th</sup> October 2020 have approved a resolution for issue of shares on Rights issue basis in the ratio of 100 : 1 i.e. every shareholder holding shares on the record date shall be entitled to apply for 100 equity share of Rs. 10/- each against every one share of Rs. 10/- each held.

The present authorized share capital of the Company is Rs. 3,00,00,000/- (three crore only) divided into 30,00,000 Equity shares of Rs. 10/- each. The present issued, subscribed and paid up share capital of the Company (pre issue capital) is 952,200/- (rupees nine lakh fifty two thousand two hundred only) divided into 95,220 equity shares of Rs. 10/- each. On completion of rights issue, the post issue paid up share capital of the Company shall be 96,17,220 Equity shares of Rs. 10/- each aggregating to Rs. 9,61,72,200/- (rupees nine crores sixty one lakh seventy two thousand two hundred only.)

For enabling this right issue, the Company is required to increase the authorized share capital up to Rs. 10,00,00,000/- (rupees ten crores only) divided into 1,00,00,000 equity shares of Rs. 10/- each.

Pursuant to provisions of Section 13, 61 and 64 of the Companies Act 2013, resolution for increase in authorized share capital is required to be passed by passing an ordinary resolution in the general meeting.

The Board recommends the resolution at Item No. 1 of the Notice for your approval as an Ordinary Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

**Date: 13.02.2021**  
**Place: Ahmedabad**

**For Pervasive Commodities Limited**  
**Sd/-**  
**Bhavin Patel**  
**Company Secretary**  
**DIN: 06604431**