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KDJ HOLIDAYSCAPES & RESORTS LIMITED

CIN:
L74900MH1993PLC071710

Website:
www.Avenique.co.in

Reg Office: 228/5-B, Akshay Mittal,
Mittal Industrial Estate, Andheri Kurla
Road, Marol, Andheri (East), Mumbai
City, Mumbai, Maharashtra, India, 400059

Corporate Office: A-1217 Titanium
Business Park, B/h Divyabhaskar Press,
Makarba, Jivraj Park, Ahmedabad.
Ahmadabad City, Gujarat, India, 380051

Email:
compliance.kdj@gmail.com

Phone: +91 7069044366

Date: 11th May, 2026

To,
**The General Manager,
Listing Department,
BSE Limited
Pheroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001,
Maharashtra India.**

**Symbol: KDJHRL
ISIN: INE089E01025**

Scrip Code: 530701

Dear Sir/Madam,

Subject: Corrigendum to the Notice of 32nd Annual General Meeting scheduled to be held on May 21, 2026 (AGM) at 11.00 a.m. IST through video conferencing / other audio visual means:

This is with reference to the Company's submission dated 23rd April, 2026 whereby the Notice dated April 22, 2026 (AGM Notice) convening the 32nd Annual General Meeting of the members of the Company scheduled to be held on Thursday, May 21, 2026 at 11.00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) along with the Annual report for FY 2024-25 was submitted to the stock exchanges.

In this regard, we want to inform you that the Company has observed some inadvertent mistake in the AGM Notice. Accordingly, for making necessary addition, the attached addendum to AGM Notice is being issued to all the members of the Company. All the concerned are hereby requested to read the AGM Notice along with the attached corrigendum. The corrigendum to AGM Notice is also available on the website of the Company at <https://avenique.co.in/>.

Except for the above, all other contents of the Notice and Annual Report shall remain unchanged.

Kindly take the above information on your records.

Yours Sincerely,
For KDJ Holidayscapes & Resorts Limited

**Himanshu Zinzuwadia
Company Secretary & Compliance Officer**



CORRIGENDUM TO THE NOTICE OF THE 32ND ANNUAL GENERAL MEETING

We draw attention of all the Members of KDJ holidayscapescapes & Resorts Limited ("Company") towards the Notice dated April 22, 2026 ("Notice of the AGM") convening the 32nd Annual General Meeting of the Company scheduled to be held on Thursday, May 21, 2026 at 11.00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). This Corrigendum to the Notice of the AGM shall form an integral part of the Notice of the AGM which has already been circulated to the shareholders of the Company and on and from the date hereof, the Notice of the AGM shall always be read in conjunction with this Corrigendum. We refer to Item No. 7 of the Notice of AGM which pertains to seeking approval of the shareholders for the proposed change in name of the company as per provisions of the Companies Act, 2013.

After the circulation of the notice, the Company noticed that the certificate from Statutory Auditor of the company as per Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 was inadvertently missed to be attached with the explanatory statement. Accordingly, the Notice and explanatory Statement of the company need to be revised. In order to rectify the above, the company is circulating this corrigendum with respect to Agenda Item No. 7 of the Notice of the AGM.

The Members are requested to note the corrected Item No. 7 of the Notice and explanatory statement which shall be read as:

Resolution No. 7: Approve the change in Name of the Company and Subsequent alteration of Name Clause in the Memorandum of Association and relevant changes in Articles of Association 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 Section 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (power delegated to the Registrar of Companies) and such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for changing the name of the Company from ‘**KDJ Holidayscapescapes & Resorts Limited**’ to ‘**Avenique Limited**’ or such other name as may be approved by the Registrar of Companies.

RESOLVED FURTHER THAT upon issuance of the fresh Certificate of Incorporation by the Registrar of Companies consequent upon change of name, the name ‘**KDJ Holidayscapescapes & Resorts Limited**’ wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and records of the Company be substituted with the name ‘**Avenique Limited**’.



RESOLVED FURTHER THAT the change of name shall not affect any rights or obligations of the Company, nor render defective any legal proceedings by or against the Company, and all documents and instruments executed in the former name shall continue to be effective in the new name.

RESOLVED FURTHER THAT any of the Director(s) and/or the Company Secretary of the Company be and are hereby severally authorized to make necessary applications, filings and submissions with the Registrar of Companies, Ministry of Corporate Affairs and such other authorities as may be required, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution including signing and filing of necessary forms, documents and returns.”



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

Resolution No. 7: Approve the change in Name of the Company and Subsequent alteration of Name Clause in the Memorandum of Association and relevant changes in Articles of Association of the Company:

The Board of Directors of the Company has proposed a change in the name of the Company from “**KDJ Holidayscapes & Resorts Limited**” to “**Avenique Limited**” to better reflect its evolving business activities, long-term strategic direction, and brand identity. The proposed new name is intended to align more closely with the Company’s present operations and future growth plans.

Pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, change of name of the Company requires approval of the shareholders by way of a Special Resolution and subsequent approval of the Registrar of Companies (ROC) / relevant statutory authority.

Consequent to the proposed change of name, it is necessary to amend:

- Clause I (Name Clause) of the Memorandum of Association (MOA) of the Company; and
- The relevant provisions of the Articles of Association (AOA) wherever the existing name of the Company appears.

The proposed amendments will be limited only to the change of the Company’s name, and there will be no alteration in the objects, capital structure, or any other provisions of the Memorandum and Articles of Association, except as may be required to give effect to the change of name.

The change of name shall be effective upon issuance of a fresh Certificate of Incorporation by the Registrar of Companies.

The certificate of the Statutory Auditor as per Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached herewith.

The Board of Directors recommends the passing of Resolution No. 7 as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.



D D Shah Patel & Co.

Chartered Accountants

**Office : B/1106 & 1208, Sivanta One Business Park, Opp. Nalli Saree, Nr. Kothawala Flat,
Paldi, Ahmedabad-380007. Mob: +91 91069 47736, Email: ca.dipesh1@outlook.com**

April 22, 2026.

To,
The Board of directors
KDJ HOLIDAYSCAPES AND RESORTS LIMITED
Regd. Office: 228/5-B, Akshay Mittal,
Mittal Industrial Estate Andheri Kurla Road,
Marol, Andheri (East), Mumbai City,
Mumbai, Maharashtra, India, 400059.

Dear Sir(s)/Ma'am,

Subject: Certificate from Statutory Auditor under Reg 45 (1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re: Change of name of KDJ Holidayscapes & Resorts Limited to Avenique Limited in terms of Sub regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, M/s. D D Shah Patel & Co., Chartered Accountants, (Registration no.: 153136W) the Statutory Auditors of the Audroc Limited (the "Company"), have been informed that the Company is in the process of Change of name of the Company from "**KDJ Holidayscapes & Resorts Limited**" to "**Avenique Limited**". We have been requested by the Company to certify that it is in compliance with the requirements stated under sub regulation (1)(a) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have performed the following procedures:

- We have verified that the time period of at least one year has elapsed from the last name change.
- Obtained representation from the management that the Company has complied with the requirements stated under sub regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Based on the above-mentioned procedures, we confirm that-

- The company is in compliance with the requirements with Sub regulation (1)(a) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which states:

Sr.No.	Sub Regulation	Compliance Status
1	45 (1) (a) A time period of at least one year has elapsed from the last name change	Yes
2	45 (1) (b) At least fifty percent of the total revenue in the preceding one year has been accounted for by the new activity suggested by the new name.	The company has not changed its main activity in the preceding one-year period.
3	45 (1) (c) The amount invested in the new activity/ project is at least fifty percent of the assets of the listed entity	The company has neither changed its main activity nor invested in new activity.



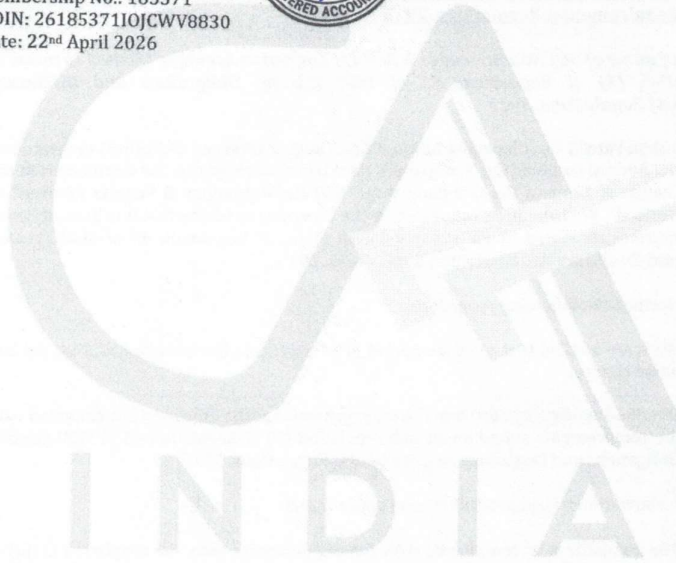
D D Shah Patel & Co.
Chartered Accountants

Office : B/1106 & 1208, Sivanta One Business Park, Opp. Nalli Saree, Nr. Kothawala Flat,
Paldi, Ahmedabad-380007. Mob: +91 91069 47736, Email: ca.dipesh1@outlook.com

This certificate has been issued with reference to and reliance upon the audited financial statements of the relevant period, and on the basis of copies of such records and information made available to us, along with explanations provided by the management.

For **D D SHAH PATEL & CO.**
Chartered Accountants
Firm Registration Number: 153136W


Dipesh Patel
(Partner)
Membership No.: 185371
UDIN: 2618537110JCWV8830
Date: 22nd April 2026





**HOLIDAYSCAPES &
RESORTS LIMITED**

—  —
Experience. Relax. Reconnect.

**NOTICE OF
32ND
ANNUAL
GENERAL
MEETING**



BEACH RESORTS



HILL GETAWAYS



**WELLNESS
RETREATS**



**MEMORABLE
EXPERIENCES**



Experience. Relax. Reconnect.

KDJ HOLIDAYSCAPES & RESORTS LIMITED

CIN:
L74900MH1993PLC071710

Website:
www.Avenue.co.in

Reg Office: 228/5-B, Akshay Mittal,
Mittal Industrial Estate, Andheri Kurla
Road, Marol, Andheri (East), Mumbai
City, Mumbai, Maharashtra, India, 400059

Corporate Office: A-1217 Titanium
Business Park, B/h Divyabhaskar Press,
Makarba, Jivraj Park, Ahmedabad.
Ahmadabad City, Gujarat, India, 380051

Email:
compliance.kdj@gmail.com

Phone: +91 7069044366

NOTICE IS HEREBY GIVEN that the Thirty-Second (32nd) Annual General Meeting of the Company will be held on **Thursday, 21st May 2026, at 11.00 a.m.** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

Resolution No. 1: Adoption of Financial Statements

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2025, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2025 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Resolution No. 2: Appointment of a director in place of Mr. Akash Parmar (DIN: 10130430) who retires by rotation and being eligible, who offers himself for re-appointment

To appoint a director in place of **Mr. Akash Parmar (DIN: 10130430)** who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Akash Parmar (DIN: 10130430)** who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

Resolution No. 3: Appointment of M/s. Avni & Associates, Practicing Company Secretary as Secretarial Auditors for a term of 5 (Five) Financial Years from financial year 2025-26 to 2029-30:

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

“**RESOLVED THAT** the approval of the shareholders be and is hereby accorded, pursuant to provisions of Section 204 of the Companies Act 2013 read with Companies (Appointment And Remuneration of Managerial Personnel) Rules 2014, as also as per provisions of Regulation 24A and other applicable provisions of the SEBI (LODR) 2015 (Listing Regulations) and SEBI Circulars issued from time to time, to appoint **M/s. Avni & Associates**, a firm of Practicing Company Secretaries, Ahmedabad having their ICSI Membership Number **A42794** and holding a Certificate of Practice Number: **24779** a Peer reviewed Firm having Registration Number: 7145/2025 as the Secretarial Auditors of the Company for the five financial years from 2025-26 to 2029-30 and to hold the office as such from the date of conclusion of the 32nd AGM held for the year 2024-25 up to the date of conclusion of 37th AGM to be held on 2029-30 upon such remuneration to be fixed by the Board of Directors of the Company and reimbursement of out of pocket expenses as may be determined by the Chairman or MD in consultation with the said Auditors.

RESOLVED FURTHER THAT the said Secretarial Auditors may also be engaged for issue of such further Certificates or reports work as per requirements of the Companies Act 2013 or the SEBI (LODR) 2015 or SEBI (Depositories and Participants) Regulations or such other corporate purposes upon such further fees or expenses from time to time as may be determined by the Chairman or MD of the Company.

RESOLVED FURTHER THAT a copy of this Resolution be filed with the office of the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges or such other authorities as per requirements and Chairman or MD or any Director of the Company or CFO or Company Secretary of the Company be and are hereby authorized to do all such other things, deeds, matters as may be required or necessary for the purpose of giving effect to this resolution.”

Resolution No. 4: Appointment of Ms. Heena Prajapati (DIN: 11225588) as an 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 Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Ms. Heena Prajapati (DIN: 11225588)** who was appointed as an Additional Director, in the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from August 26, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies

Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Resolution No. 5: Appointment of Mr. Vinit Narendrakumar Sinha (DIN: 11238423), as 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 Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Mr. Vinit Narendrakumar Sinha (DIN: 11238423)** who was appointed as an Additional Director, in the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from August 26, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Resolution No. 6: Appointment of Ms. Neha Kanwar Bhati (DIN: 11671812), as 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 Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Ms. Neha Kanwar Bhati (DIN: 11671812)** who was appointed as an Additional Director, in the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from April 22, 2026 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Resolution No. 7: Approve the change in Name of the Company and Subsequent alteration of Name Clause in the Memorandum of Association and relevant changes in Articles of Association 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 Section 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (power delegated to the Registrar of Companies) and such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for changing the name of the Company from ‘**KDJ Holidayscapes & Resorts Limited**’ to ‘**Avenique Limited**’ or such other name as may be approved by the Registrar of Companies.

RESOLVED FURTHER THAT upon issuance of the fresh Certificate of Incorporation by the Registrar of Companies consequent upon change of name, the name ‘**KDJ Holidayscapes & Resorts Limited**’ wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and records of the Company be substituted with the name ‘**Avenique Limited**’.

RESOLVED FURTHER THAT the change of name shall not affect any rights or obligations of the Company, nor render defective any legal proceedings by or against the Company, and all documents and instruments executed in the former name shall continue to be effective in the new name.

RESOLVED FURTHER THAT any of the Director(s) and/or the Company Secretary of the Company be and are hereby severally authorized to make necessary applications, filings and submissions with the Registrar of Companies, Ministry of Corporate Affairs and such other authorities as may be required, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution including signing and filing of necessary forms, documents and returns.”

Resolution No. 8: Shifting of Registered Office of the Company from the State of Maharashtra to the State of Gujarat, and to alter Clause II of the Memorandum of Association 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 Section 12, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government (Regional Director) and such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is

hereby accorded for shifting the Registered Office of the Company from the State of Maharashtra to the State of Gujarat.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company relating to the Registered Office be and is hereby altered and substituted with the following clause:

“II. The Registered Office of the Company will be situated in the State of Gujarat.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make an application to the Regional Director, Western Region, Ministry of Corporate Affairs and to file necessary forms with the Registrar of Companies, Maharashtra and Registrar of Companies, Gujarat and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution including signing and filing of petitions, affidavits, forms, applications and other documents.”

Resolution No. 9: Change in Object Clause of the company and subsequent changes in Memorandum of Association 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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for alteration of the Object Clause (Clause III) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the existing Clause III (Objects) of the Memorandum of Association of the Company be and is hereby substituted/modified with the following new set of objects:

III(A): THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on, in India or elsewhere, the business of agriculture, agro-processing and allied activities in all its forms, including contract farming, cultivation, plantation, organic and modern farming techniques, and to process, manufacture, produce, refine, extract, develop, handle, store, preserve, pack, repack, import, export, buy, sell, distribute, trade, and otherwise deal in all kinds of agricultural produce, food products, commodities, and allied goods, including but not limited to cereals, pulses, grains, oilseeds, spices, fruits, vegetables, herbs, dairy products, meat, poultry, fish, beverages and other consumable or non-consumable products.
2. To act as agriculturists, cultivators, growers, processors, manufacturers, traders, merchants, importers, exporters, agents, brokers, stockists, distributors, franchisees, collaborators, consultants, or otherwise, on principal-to-principal or commission basis, and to establish, operate or manage processing units, farms, plantations, warehouses, retail outlets, online platforms, or distribution networks.

3. To acquire, lease, develop, manage or otherwise deal in agricultural lands, farms or properties, and to undertake activities such as irrigation, cultivation, horticulture, agroforestry, aquaculture, and allied operations, and to carry on wholesale, retail, e-commerce or franchise business of FMCG and related products, including providing food and beverage services and related business support services.
4. To carry on, in India or elsewhere, the business of generation, development, production, accumulation, transmission, distribution, trading, supply, storage, and dealing in power and energy from renewable and non-conventional sources, including but not limited to solar, wind, hydro, tidal, geothermal, biomass, biogas, waste-to-energy and other alternative energy technologies, and to design, develop, erect, install, operate, maintain, manage, improve, and commercialize power plants, energy systems, and infrastructure.
5. To manufacture, assemble, import, export, buy, sell, lease or otherwise deal in equipment, components and systems relating to energy generation, transmission, storage and efficiency, including solar modules, inverters, batteries, wind turbines and associated products, and to undertake engineering, procurement and construction (EPC), operation and maintenance (O&M), consultancy, advisory and project management services.
6. To act as developers, contractors, operators, franchisees, licensees, agents, consultants or otherwise, and to acquire, develop, lease or otherwise deal in land, infrastructure or rights for setting up energy projects, including captive, group captive, distributed and grid-connected systems, and to engage in power trading, energy efficiency services, carbon credits, green certificates, and other environmental or sustainability-related activities.
7. To carry on, in India or elsewhere, the business of manufacturing, processing, producing, formulating, refining, blending, distilling, extracting, converting, compounding, developing, handling, storing, packing, repacking, importing, exporting, buying, selling, distributing, supplying, trading and otherwise dealing in all kinds and classes of chemicals and chemical products, whether organic, inorganic, industrial, non-industrial, specialty, fine or bulk chemicals, including but not limited to fertilizers, agrochemicals, petrochemicals, pharmaceuticals intermediates, dyes, pigments, solvents, acids, alkalis, salts, gases, polymers, resins, plastics, rubber chemicals, adhesives, coatings, surfactants, catalysts, additives and allied products.
8. To undertake research, development, quality control, testing and analysis, and to manufacture, assemble, import, export or otherwise deal in plant, machinery, equipment and components used in the chemical industry, and to provide technical, consultancy, engineering, procurement and construction (EPC), project management, operation and maintenance and other related services.
9. To act as manufacturers, processors, importers, exporters, traders, agents, brokers, stockists, distributors, franchisees, collaborators, consultants or otherwise, on principal-to-principal or commission basis, and to acquire, establish, operate or manage factories, laboratories, warehouses, storage facilities and distribution networks, and to engage in all allied, incidental or ancillary activities connected with the chemical business.

**** (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:**

1. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, import, and deal in all kinds of apparatus, articles and things which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of the said business covered in the main object.
2. To aid, assist, promote, develop and manufacture agricultural implements, agricultural machinery and other equipments and technological development in equipments used in agricultural field and to organise, conduct, or manage engineering or repair shop or workshops of all description and to manufacture, import, export, buy, sell, or otherwise deal in, agricultural machinery, of all kinds and to adopt such means of making known the uses thereof.
3. To advance, deposit, securities and property (not amounting to be business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others having dealing with the company and on such terms as may deem expedient.
4. To guarantee the payment of money secured by or payable under or in respect of business of the Company.
5. To acquire, purchase, sell, lease, mortgage, pledge, hypothecate, exchange, or dispose of movable or immovable property, rights, or assets of any kind, including land, buildings, business concerns, shares, securities, patents, licenses, and claims, in such manner and for such consideration as the company deems fit. This includes transactions on behalf of or for the benefit of the company, with or without a declared trust in favour of the company, and may involve exchanging assets for shares, debentures, or securities of any other body corporate.
6. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act. 1949) and to borrow or raise money in such manner as Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be. Subject to the provision of the Companies Act 2013 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time as may be applicable.
7. To lend money to such person of the Companies and or such terms and conditions as may seem expedient and in particular to members of the staff, customers and to guarantee the performance of contract by any such persons or companies and to give loans to other body Corporates, provided that company shall not carry any business of the Banking Companies Act or the Insurance Act.

8. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundis, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
9. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit to the attainment of the main objects of the company.
10. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concern and promote measure for the protection of the trade, industry and person engaged therein.
11. To subscribe to, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information may be likely to further the objects of the Company.
12. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any buildings, offices, factories, mills, shops, other works and conveniences which the company may think directly or indirectly conducive to its objects and connected with the main line of business which the company will carry on or advance the interest of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working control and management there-of and to join with any other person or company doing any of these things.
13. To apply for purchase or otherwise acquire, protect and renew in any part of the world, patents, licenses, concession, patent rights, trademarks, designs, copyrights and the like, conferring any exclusive or nonexclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use develop or grant license in respect there of otherwise turn to account the right of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
14. To invest in, acquire, subscribe for, purchase, hold, sell, transfer or otherwise deal in shares, stocks, debentures, debenture stock, bonds, obligations, warrants and other securities issued or guaranteed by any company, corporation, body corporate or entity in India or elsewhere, or by any Government, State Government, semi-government authority, local authority, public sector undertaking, public body or any other person; and to carry on the business of investment, lending, making loans or advances, and in connection therewith to purchase, acquire, lease, exchange or otherwise deal in all kinds of movable and immovable properties and assets of every description, whether tangible or intangible, including land, buildings, plants, machinery, equipment, vehicles, intellectual property, rights, licenses, concessions, actionable claims and any other assets, and to hold, develop, manage, lease, mortgage, dispose of or otherwise turn the same to account in such manner as may be deemed expedient.
15. To enter into any arrangements with any Government or any Authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's object and to apply for, promote and obtain any Act of Parliament, privilege, concession, license or authorization of the

Government or any other authority local or otherwise for enabling the company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, license or authorization.

16. To enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties public and private contractors, firms and individual of all products of the company and to secure contracts for supply to the military, civil and other departments of the Government.
17. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
18. To merge, amalgamate, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside or carrying on or engaged in or about to carry on or engage in any activity or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical knowhow or for such other purpose that may seem calculated beneficial and conducive to the object of the Company.
19. To establish and equip laboratories and carry on analytical experimental and other work or undertaking and search in relation to the objects of the Company.
20. To pay any premium or salaries and to pay for any property, rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or for the business, of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debentures-stocks or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully-paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
21. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
22. To adopt such means of making known the product, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subjects to the provisions of law.

23. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non- contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pension, allowance, emoluments, bonus, profit , sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connections of any such person and to provide for the welfare of all or any of the aforesaid person from time to time by subscribing, subsidizing or contributing to any institutions, associations, funds, clubs, trusts profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
24. To aid peculiarly or otherwise any association, body or movement having for its objects any solution, settlement or surmounting of industrial labour problems or the promotion of industry or trade.
25. To subscribe in or donate to or guarantee money for national philanthropic, benevolent, public, general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the object of the Company or the interest of its members subject to the provisions of the Companies Act, 2013.
26. To make arrangements with persons engaged in any trade, business or profession for the concession to the company's members, ticket-holders and their friends, of any special rights, privileges and advantages and in particular in regard to the supply of goods.
27. To enter into, approve, and carry out related party transactions as defined under applicable laws and regulations, including but not limited to, related party transactions involving the purchase or sale of goods, services, or assets, and the rendering of services, on such terms and conditions as may be deemed appropriate by the Audit Committee, Board of Directors, and to grant omnibus approval for such transactions for the period of one financial year, as permitted under the provisions of the Companies Act, 2013, SEBI Regulations or any other applicable regulations, subject to compliance with the regulatory and statutory requirements.
28. On winding up of the company, to distribute all or any of the property of the company amongst the members in specific or in kind or proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject to Companies Act. 2013.
29. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the company may from time to time think fit profits of the Company or any moneys received by way of premium on share or debenture issued as a premium by the company and any money received in respect of dividend accrued forfeited shares or any money arising from the sale by the company of forfeited shares or any money arising from the sale by the company of forfeited share or from unclaimed dividend.

30. To obtain or help in obtaining any order or act or notification of any government of legislative for enabling the company to carry any of its objects in to effects for effecting any modification of the company constituting or for any other purpose which may seem expedient and to oppose any procedure or application which may seem calculated directly or indirectly to prejudice the company interest.
31. To undertake and execute any trust the undertaking of which may seem to the company durable and either gratuitously or otherwise.
32. To convert unsecured Loan into Equity of this Company in case the same remains unpaid for a period as mutually decided between the lender and the Company or as mentioned in the Loan Agreement.
33. To apply for, tender, acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
34. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
35. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, attorney, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

Resolution No. 10: Adoption of New set of Memorandum of Association of the Company in substitution and to the entire exclusion of the existing Memorandum of Association of the Company in conformity with the Companies Act, 2013:

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 4, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other approvals as may be necessary, the consent of the Members be and is hereby accorded for adoption of a **new set of Memorandum of Association (MOA)** of the Company, aligned with the format prescribed under the Companies Act, 2013, in substitution of and to the complete exclusion of the existing Memorandum of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution, including filing of necessary forms with the Registrar of Companies and making alterations as may be required by any authority.”

Resolution No. 11: To consider and approve the enhancement of borrowing limits of the Company under section 180 (1) (c) of Companies Act, 2013:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to borrow, from time to time, any sum or sums of money, whether secured or unsecured, from banks, financial institutions, bodies corporate or any other lenders, whether in India or abroad, by way of loans, credit facilities, issue of debentures or other instruments, or otherwise, notwithstanding that the money so borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not exceed ₹ 5,000 crore (Rupees Five Thousand Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including executing all agreements, documents, deeds, and writings in connection therewith.”

Resolution No. 12: To consider and approve enhancement of limits under Section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to make loans, give guarantees, provide security or make investments in shares, securities or other instruments of any body corporate or other person, whether in India or outside India, up to an aggregate amount not exceeding ₹ 5,000 crores (Rupees Five Thousand Crores only), notwithstanding that such loans / guarantees / security / investments, together with the Company’s existing loans, guarantees, security or investments may exceed the limits prescribed under the said Section.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all such agreements, deeds, documents and writings as may be necessary, desirable or expedient in this regard and to do all such acts, deeds and things to give effect to this resolution.”

Resolution No. 13: To consider and approve borrowing of unsecured loan up to Rs. 100 Crores (Rupees Hundred Crores Only) from the Director with an option to convert the loan into equity shares of the Company, at a later date:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to the Company to borrow unsecured loans from the Director of the Company, up to an aggregate amount of ₹100,00,00,000 (Rupees Hundred Crores Only) on such terms and conditions as may be mutually agreed between the Company and the Director.

RESOLVED FURTHER THAT the loan so borrowed may carry a right to the lender (Director) to convert the outstanding principal and/or interest, in whole or in part, into such number of equity shares of the Company at a price to be determined in accordance with applicable laws, and that such conversion shall be subject to the approval of the Board of Directors and members of the company by way of special resolution at their meeting and compliance with applicable SEBI and statutory guidelines.

RESOLVED FURTHER THAT any of the directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including execution of agreements, filings with stock exchanges and regulatory authorities.”

Resolution No. 14: Appointment of Mr. Hemantbhai Khodidasbhai Raval (DIN: 10146164), as Managing Director of the company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of the members of the Company, consent of the Board be and is hereby accorded for the appointment of **Mr. Hemantbhai Khodidasbhai Raval (DIN: 10146164)** as the Managing Director of the Company for a period of 5 (five) years with effect from April 18, 2025 to April 17, 2030, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Hemantbhai Khodidasbhai Raval.

RESOLVED FURTHER THAT Mr. Hemantbhai Khodidasbhai Raval (DIN: 10146164) shall be liable to retire by rotation during the tenure of his appointment as Managing Director.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

Date: **April 22, 2026**
Place: **Ahmedabad**

**By Order of the Board of Directors
For KDJ Holidayscapes & Resorts Limited**

Sd/-

**Himanshu Vipul Zinzuwadia
Company Secretary & Compliance Officer**

Registered Office:

228/5-B, Akshay Mittal, Mittal Industrial Estate,
Andheri Kurla road, Marol, Andheri (East),
Mumbai, Maharashtra, India,400059

Corporate Office:

A-1217 Titanium Business Park,
B/h Divyabhaskar Press Makarba, Jivraj Park, Ahmedabad,
Ahmadabad City, Gujarat, India, 380051
CIN: L74900MH1993PLC071710
E-mail Id.: compliance.KDJ@gmail.com

NOTES

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the corporate office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In terms of the provisions of Section 152 of the Act, Mr. Akash Parmar, Executive Director of the Company, retire by rotation at the Meeting.
7. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 2 of this Notice.
8. Details of Directors retiring by rotation at this Meeting are provided in the Annexure to this Notice.
9. 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 AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency.

10. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, May 15, 2026 to Thursday, May 21, 2026 (both days inclusive).
11. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. May 21, 2026. Members seeking to inspect such documents can send an email to compliance.KDJ@gmail.com .
13. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
14. The Notice calling the AGM has been uploaded on the website of the Company at <https://avenique.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.
15. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024-25 and Notice of the 32nd AGM of the Company, may send request to the Company 's email address at **compliance.KDJ@gmail.com** mentioning Folio No./DP ID and Client ID.
16. For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at **compliance.KDJ@gmail.com**.
17. SEBI has mandated the submission of Permanent Account Number (PAN), proof of identity, address and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to Bigshare Services Private Limited.
18. Members are informed that the facility of dematerialization of shares of the Company is available and members are advised to go for that by approaching concerned DPs. Members

holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.

19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 10 days before the date of Annual General Meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance.KDJ@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries from at least 10 days before the date of Annual General Meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance.KDJ@gmail.com. These queries will be replied to by the Company suitably by email.
20. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
21. **M/s. Dharti Patel & Associates**, Practicing Company Secretaries has been appointed as scrutinizer for Remote e-voting and voting at the Annual General Meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Monday, May 18, 2026 at 09.00 A.M. and ends on Wednesday, May 20, 2026 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date May 14, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
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.nsd.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during

	<p>the meeting.</p> <p>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</p> <p>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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can</p> <p>click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) 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) 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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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 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. 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 22 55 33.
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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of

times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VOTE NOW**” “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 AGM/EGM.
- 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 AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

ANNEXURE TO ITEM NO. 2 OF THE NOTICE OF THE AGM

Pursuant to Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the required details of the Director proposed to be appointed and the terms of proposed remuneration of the Director is given herein below:

Particulars	Mr. Akash Parmar
Director Identification Number	10130430
Age	35 Years
Date of Birth	01/12/1990
Date of Appointment on Board	28/03/2025
Qualifications	Higher Secondary
Experience/Expertise	Mr. Akash Parmar is a driven professional with a strong background in sales and retail operations. He began his career at Westside, gaining hands-on experience in customer service and sales strategy. He later joined Ishita Marketing, where he excelled in product promotion and market expansion. Now a director, he brings youthful energy, practical sales expertise, and a people-focused approach, playing a key role in the company's continued growth.
Terms and Conditions of appointment or re-appointment along with remuneration	As decided mutually between Board and the proposed director.
The last drawn remuneration	NIL (up to March 31, 2025)
Shareholding in the Company	NIL
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
The Number of Meetings of the Board attended during the year	N.A. (up to March 31, 2025)
Other Directorships	NIL
Memberships/Chairmanship of Committees of other companies	NIL
Listed entities from which the Director has resigned in the past three years	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Resolution No. 3: Appointment of M/s. Avni & Associates, Practicing Company Secretary as Secretarial Auditors for a term of 5 (Five) Financial Years from financial year 2025-26 to 2029-30:

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board’s report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

The fees proposed to be paid shall not exceed Rs. 1.5 Lakhs, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the Balance term, based on the recommendation of the Audit Committee.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Avni & Associates., Company Secretaries (ACS A42794 COP No. 24779), as the Secretarial Auditors of the Company for a period of five years, commencing from FY 2025-26 to FY 2029-30. The appointment is subject to shareholders’ approval at the Annual General Meeting.

The Board of Directors in their meeting held on April 22, 2026 recommends the resolution for approval of the Members of the Company, as set out at Item No. 3 of the Notice.

Resolution No. 4: Appointment of Ms. Heena Prajapati (DIN: 11225588) as an Independent Director of the Company:

The Board of Directors of the Company (‘the Board’) at their meeting held on August 26, 2025, and on the recommendation of the Nomination & Remuneration Committee (‘the Committee’), recommended for the approval of the Members, the appointment of Ms. Heena Prajapati (DIN: 11225588), as an Independent Director of the Company for a period of 5 years w.e.f. August 26, 2025 to August 25, 2030, with a payment of sitting fees as may be decided by the Board from time to time.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier. Hence, the term of Ms. Heena Prajapati ceased as on December 31, 2025

which was the last date on which Annual General Meeting must have been held. As the Company was not able to hold the Annual general meeting due to corporate action restrictions, Ms. Heena Prajapati was appointed by the Board of Directors in their meeting held on December 31, 2025, as an Additional Director, in the category of Non-Executive Independent Director in continuation to her previous term.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice.

The Board recommends the Special Resolution as set out at item no. 4 for approval by the Members.

Resolution No. 5: Appointment of Mr. Vinit Narendrakumar Sinha (DIN: 11238423), as Independent Director of the Company:

The Board of Directors of the Company ('the Board') at their meeting held on August 26, 2025, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Vinit Narendrakumar Sinha (DIN: 11238423), as an Independent Director of the Company for a period of 5 years w.e.f. August 26, 2025 to August 25, 2030, with a payment of sitting fees as may be decided by the Board from time to time.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier. Hence, the term of Mr. Vinit Narendrakumar Sinha ceased as on December 31, 2025 which was the last date on which Annual General Meeting must have been held. As the Company was not able to hold the Annual general meeting due to corporate action restrictions, Mr. Vinit Narendrakumar Sinha was appointed by the Board of Directors in their meeting held on December 31, 2025 as an Additional Director, in the category of Non-Executive Independent Director in continuation to his previous term.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members.

Resolution No. 6: Appointment of Ms. Neha Kanwar Bhati (DIN: 11671812), as Independent Director of the Company:

The Board of Directors of the Company ('the Board') at their meeting held on April 22, 2026, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Neha Kanwar Bhati (DIN: 11671812), as an Independent Director of the Company for a period of 5 years w.e.f. April 22, 2026 to April 21, 2031, with a payment of sitting fees as may be decided by the Board from time to time.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members.

Pursuant to regulation 36 of Listing regulation a brief of the Ms. Heena Prajapati, Mr. Vinit Narendrakumar Sinha and Ms. Neha Kanwar Bhati are given below:

Sr. No.	Particulars	Details	Details	Details
1	Name of the Director	Ms. Heena Prajapati	Mr. Vinit Narendrakumar Sinha	Ms. Neha Kanwar Bhati
2	DIN	11225588	11238423	11671812
3	Nature of Appointment	Appointment as an Independent Director	Appointment as an Independent Director	Appointment as an Independent Director
4	Father's Name	Dashrathbhai Prajapati	Narendrakumar Sinha	Bakhtawar Singh Bhati
5	Relationship with other Directors	NIL	NIL	NIL
6	Nationality	INDIAN	INDIAN	INDIAN
7	Date of Birth	25/07/1998	18/04/1999	30/06/1994
8	Brief Resume of the Director	Ms. Heena Dashrathbhai Prajapati, an Associate Member of the Institute of Company Secretaries of India (ICSI), is a qualified Company Secretary with expertise in corporate laws, governance, and regulatory compliance. With a strong foundation in legal and secretarial practices, she brings in depth knowledge and practical experience in handling matters related to the Companies Act, SEBI Regulations, FEMA, and various other corporate and	Mr. Vinit Sinha is a Practicing Company Secretary and LLB graduate with 4+ years of experience in corporate compliance and legal advisory. He has strong expertise in the Companies Act, 2013 and SEBI regulations, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with hands-on experience in managing end-to-end compliance for private, public, and listed companies, including incorporations,	Qualified Company Secretary with hands-on experience in Listed company compliance, IPO readiness, and corporate restructuring. Strong exposure to SEBI (LODR), ICDR Regulations, Companies Act, 2013. Proven ability in managing end-to-end secretarial functions, regulatory filings, board governance, and capital market transactions. Adept at working in dynamic environments such as listed entities,

		commercial laws.	filings, audits, and regulatory matters before the Ministry of Corporate Affairs, Securities and Exchange Board of India, and Reserve Bank of India.	consulting firms, and legal advisory setups.
9	Qualifications	Company secretary and LLB	Company secretary and LLB	Company secretary, M. Com
10	Expertise	Seasoned professional with deep expertise in corporate laws, regulatory frameworks, and compliance management, ensuring robust governance and risk mitigation. Proven ability to navigate complex legal landscapes while aligning business operations with statutory and regulatory requirements.	Mr. Vinit Sinha brings focused expertise in corporate legal and secretarial practice, with hands-on experience across listed company compliance, IPO preparation, and complex restructuring assignments. He operates comfortably within the framework of the Companies Act, 2013 and key SEBI regulations, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. His work involves managing governance processes, board and committee matters, and end-to-end regulatory filings, while ensuring alignment with authorities such as the Ministry of Corporate Affairs, Securities and Exchange Board of	She is a corporate compliance professional with strong expertise in SEBI regulations, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, specializing in IPO documentation, due diligence, and corporate governance.

			India, and Reserve Bank of India. He combines technical compliance knowledge with practical execution in fast-paced, regulated environments.	
11	Date of First Appointment	August 26, 2025	August 26, 2025	April 22, 2026
12	Number of meetings of the Board attended	N.A.	N.A.	N.A.
13	List of Outside Directorships Held (Public Limited Co.)	NIL	NIL	NIL
14	Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
15	Member of the Committees in Other Companies in India	NIL	NIL	NIL
16	Shareholding in the Company	NIL	NIL	NIL
17	Other Remarks	NA	NA	NA

Resolution No. 7: Approve the change in Name of the Company and Subsequent alteration of Name Clause in the Memorandum of Association and relevant changes in Articles of Association of the Company:

The Board of Directors of the Company has proposed a change in the name of the Company from “**KDJ Holidayscapes & Resorts Limited**” to “**Avenique Limited**” to better reflect its evolving business activities, long-term strategic direction, and brand identity. The proposed new name is intended to align more closely with the Company’s present operations and future growth plans.

Pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, change of name of the Company requires approval of the shareholders by way of a Special Resolution and subsequent approval of the Registrar of Companies (ROC) / relevant statutory authority.

Consequent to the proposed change of name, it is necessary to amend:

- Clause I (Name Clause) of the Memorandum of Association (MOA) of the Company; and
- The relevant provisions of the Articles of Association (AOA) wherever the existing name of the Company appears.

The proposed amendments will be limited only to the change of the Company’s name, and there will be no alteration in the objects, capital structure, or any other provisions of the Memorandum and Articles of Association, except as may be required to give effect to the change of name.

The change of name shall be effective upon issuance of a fresh Certificate of Incorporation by the Registrar of Companies.

The certificate of the Statutory Auditor as per Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached herewith.

The Board of Directors recommends the passing of Resolution No. 7 as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.



D D Shah Patel & Co.

Chartered Accountants

Office : B/1106 & 1208, Sivanta One Business Park, Opp. Nalli Saree, Nr. Kothawala Flat,
Paldi, Ahmedabad-380007. Mob: +91 91069 47736, Email: ca.dipesh1@outlook.com

April 22, 2026.

To,
The Board of directors
KDJ HOLIDAYSCAPES AND RESORTS LIMITED
Regd. Office: 228/5-B, Akshay Mittal,
Mittal Industrial Estate Andheri Kurla Road,
Marol, Andheri (East), Mumbai City,
Mumbai, Maharashtra, India, 400059.

Dear Sir(s)/Ma'am,

Subject: Certificate from Statutory Auditor under Reg 45 (1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re: Change of name of KDJ Holidayscaples & Resorts Limited to Avenique Limited in terms of Sub regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, M/s. D D Shah Patel & Co., Chartered Accountants, (Registration no.: 153136W) the Statutory Auditors of the Audroc Limited (the "Company"), have been informed that the Company is in the process of Change of name of the Company from "**KDJ Holidayscaples & Resorts Limited**" to "**Avenique Limited**". We have been requested by the Company to certify that it is in compliance with the requirements stated under sub regulation (1)(a) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have performed the following procedures:

- We have verified that the time period of at least one year has elapsed from the last name change.
- Obtained representation from the management that the Company has complied with the requirements stated under sub regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Based on the above-mentioned procedures, we confirm that-

- The company is in compliance with the requirements with Sub regulation (1)(a) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which states:

Sr.No.	Sub Regulation	Compliance Status
1	45 (1) (a) A time period of at least one year has elapsed from the last name change	Yes
2	45 (1) (b) At least fifty percent of the total revenue in the preceding one year has been accounted for by the new activity suggested by the new name.	The company has not changed its main activity in the preceding one-year period.
3	45 (1) (c) The amount invested in the new activity/ project is at least fifty percent of the assets of the listed entity	The company has neither changed its main activity nor invested in new activity.



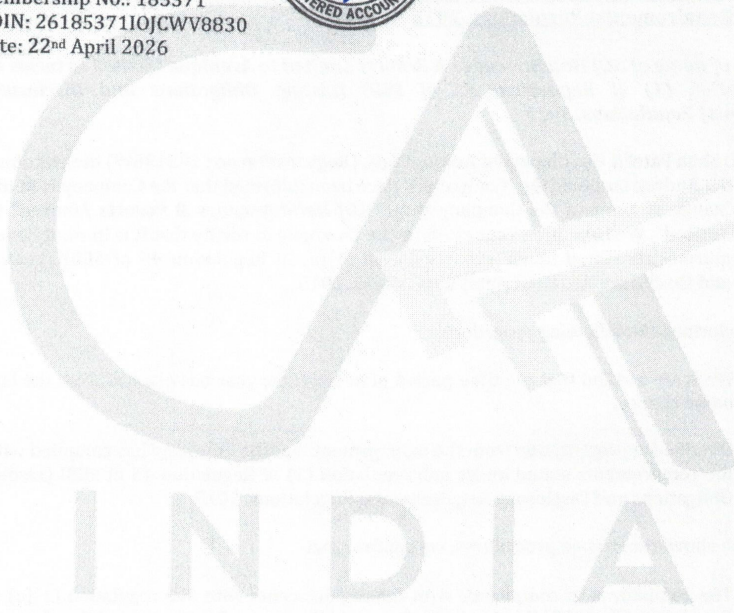
D D Shah Patel & Co.
Chartered Accountants

Office : B/1106 & 1208, Sivanta One Business Park, Opp. Nalli Saree, Nr. Kothawala Flat,
Paldi, Ahmedabad-380007. Mob: +91 91069 47736, Email: ca.dipesh1@outlook.com

This certificate has been issued with reference to and reliance upon the audited financial statements of the relevant period, and on the basis of copies of such records and information made available to us, along with explanations provided by the management.

For **D D SHAH PATEL & CO.**
Chartered Accountants
Firm Registration Number: 153136W


Dipesh Patel
(Partner)
Membership No.: 185371
UDIN: 2618537110JCWV8830
Date: 22nd April 2026



Resolution No. 8: Approve the proposal for shifting the registered office of the Company from the State of Maharashtra to the State of Gujarat, and to alter Clause II of the Memorandum of Association of the Company:

The Registered Office of the Company is currently situated in the State of Maharashtra. In order to improve operational efficiency, ensure better management oversight, avail administrative convenience, and support the long-term growth plans of the Company, the Board of Directors has approved the proposal to shift the Registered Office of the Company from the State of Maharashtra to the State of Gujarat.

The proposed shifting will facilitate proximity to key stakeholders, clients, financial institutions, and regulatory authorities, thereby enabling smoother and more efficient business operations. Further, the relocation is expected to contribute to cost optimisation and improved administrative control.

In terms of Section 12 and Section 13 of the Companies Act, 2013, shifting of Registered Office from one State to another requires approval of members by way of a Special Resolution, followed by approval of the Central Government (Regional Director).

Upon approval, the Company will file the necessary applications and forms with the Regional Director and Registrar of Companies.

A copy of the MOA of the Company together with the proposed alterations is available for inspection by the members of the Company at its Corporate Office during the normal business hours between 10.00 A.M (IST) to 6:00 P.M. (IST) on all working days upto the date of the meeting. Further, the draft MOA is also available at the website of the company at <https://avenique.co.in/investors/memorandum-articles>.

None of the Directors, Key Managerial Personnel or their relatives are interested in this resolution, except to the extent of their shareholding, if any.

The Board recommends the resolution for approval of the members by way of a Special Resolution.

Resolution No. 9: Change in Object Clause of the company and subsequent changes in Memorandum of Association of the company:

The existing Object Clause of the Memorandum of Association (“MOA”) of the Company does not cover the proposed new business activities which the Company intends to undertake in the near future. With the evolving business environment, the Board of Directors has decided that it is necessary to amend the Object Clause of the Company.

The proposed change in the Object Clause will enable the Company to pursue new business opportunities, diversify its operations, improve long-term growth prospects, and strengthen its competitive position. The alteration will allow the Company to align its business model with current market demands and future expansion strategies.

Pursuant to Section 13 of the Companies Act, 2013, any alteration in the Object Clause requires the approval of members by way of a Special Resolution and filing of necessary forms with the Registrar of Companies.

A copy of the existing and proposed Object Clause is available for inspection at the Registered Office of the Company during business hours and will also be available at the meeting. Additionally, the draft of MOA can be accessed from the website of the company at <https://avenique.co.in/investors/memorandum-articles>.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this resolution, except to the extent of their shareholding, if any.

The Board recommends the resolution for approval of the members by way of a Special Resolution.

Resolution No. 10: Adoption of New set of Memorandum of Association of the Company in substitution and to the entire exclusion of the existing Memorandum of Association of the Company in conformity with the Companies Act, 2013:

The existing Memorandum of Association (“MOA”) of the Company was originally adopted in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, a revised format and structure of the MOA has been prescribed.

The Ministry of Corporate Affairs has mandated that companies align their charter documents particularly the Object Clause with the requirements and terminology of the Companies Act, 2013, which classifies objects into main objects and matters necessary for furtherance of the objects, instead of earlier main, ancillary, and other objects.

To bring the MOA in line with the current regulatory framework and to reflect the Company’s updated business activities and future plans, the Board of Directors at its meeting held on April 22, 2026 approved the adoption of a new set of Memorandum of Association, subject to approval of the Members.

The proposed new MOA is drafted in accordance with Table A of Schedule I of the Companies Act, 2013 and replaces the existing MOA entirely.

A copy of the draft new MOA is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and is also available on the Company’s website <https://avenique.co.in/investors/memorandum-articles>.

The Board recommends the resolution for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in this resolution except to the extent of their shareholding, if any.

Resolution No. 11: To consider and approve the enhancement of borrowing limits of the Company under section 180 (1) (c) of Companies Act, 2013:

The Company’s operations and expansion plans require substantial financial resources on an ongoing basis. To support these requirements and ensure adequate flexibility in accessing funds, the Board of Directors has reviewed the Company’s current borrowing limits and is of the view that the existing limits may not be sufficient to meet future funding needs relating to working capital, capital expenditure, long-term projects, business expansion, and other corporate purposes.

Section 180(1)(c) of the Companies Act, 2013 mandates that the Board of Directors cannot borrow monies (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company without the approval of members by way of a Special Resolution.

The details of Paid-Up Share Capital, Free Reserves and Securities Premium of the company are as follows:

Sr. No.	Particulars	Amount (in Lakhs Rs.) As on March 31, 2025
1	Paid Up Share Capital	10
2	Free Reserves	366.91
3	Securities Premium	-
Total		376.91

In view of the Company’s future growth plans, rising business scale, and need for financial flexibility, the Board has proposed to enhance the borrowing limits up to ₹ 5,000 crores. The proposed limit is considered adequate to meet all current and anticipated funding requirements.

None of the Directors, Key Managerial Personnel (“KMP”) or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this Special Resolution.

Resolution No. 12: To consider and approve enhancement of limits under Section 186 of the Companies Act, 2013:

The Company, in the ordinary course of its business, may be required to make investments, grant loans, provide guarantees or offer security to various bodies corporate, associates, subsidiaries, joint ventures, or other entities for strategic, business, or treasury management purposes. Such financial support may also be necessary to optimise returns, pursue new opportunities, or support entities with strategic importance to the Company.

Under Section 186 of the Companies Act, 2013, a company cannot give loans, guarantees, provide security, or make investments beyond the prescribed limits without obtaining prior approval of members by way of a Special Resolution.

The details of prescribed limit for the company as on March 31, 2025 is as follows:

Sr.No.	Particulars	Amount (in Lakhs Rs.) As on March 31, 2025
1	Paid Up Share Capital	10
2	Free Reserves	366.91
3	Securities Premium	-
Total		376.91
A.	60% of Paid-up Share Capital + Free Reserves + Securities Premium	226.15
B.	100% of Free Reserves + Security Premium	366.91
Higher (A and B)		366.91
Prescribed Limit for the company		366.91

Considering the Company's long-term plans, potential investment opportunities, and possible financial support to group entities or strategic ventures, the Board considers it prudent to seek members' approval to authorise aggregate loans/guarantees/security/investments up to ₹ 5,000 crores, notwithstanding that such amounts may exceed the limits specified under Section 186 of the Companies Act, 2013.

The proposed limit will ensure financial and strategic flexibility to pursue business objectives as and when opportunities arise.

None of the Directors, KMP or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this Special Resolution.

Resolution No. 13: To consider and approve borrowing of unsecured loan up to Rs. 100 Crores (Rupees Hundred Crores Only) from the Director with an option to convert the loan into equity shares of the Company, at a later date:

To support the Company's working capital requirements, business operations, and ongoing projects, the Company requires additional financial assistance. Considering the funding needs and the desire to optimise the capital structure, Mr. Ravikumar Gaurishankar Patel (DIN: 05340869), Non-Executive Director of the Company, has offered to provide an unsecured loan of up to ₹100,00,00,000 (Hundred Crores Only) on mutually agreed terms.

In order to provide flexibility in future financial planning and to strengthen the Company's balance sheet, the Director has also agreed to extend the loan with an option to convert the outstanding principal and/or interest into equity shares of the Company at a future date.

As per Section 62(3) of the Companies Act, 2013, where a company raises a loan with a right to convert such loan into equity shares at a later stage, the approval of the members by way of a Special Resolution is required.

The proposed arrangement is considered beneficial for the Company, as it provides immediate liquidity, reduces dependency on external borrowings, and gives the Company the option to reduce debt in future through conversion into equity.

The conversion price will be determined in accordance with applicable laws, including SEBI (LODR) Regulations, SEBI pricing guidelines (if applicable), and other statutory requirements. Actual conversion will also require approval of the Board at the relevant time and compliance with all applicable regulatory procedures.

The details as required under Section 188 of Companies Act, 2013 in case of Related Party Transaction is as follows:

Sr. No.	Particulars	Details
1	Name of the Related Party	Ravikumar Gaurishankar Patel
2	Name of the director or key managerial personnel who is	NA

	related, if any	
3	Nature of Relationship	Non-Executive Director
4	Nature of transaction	Borrowing of unsecured loan from director
	Material Terms	Subject to conversion into equity shares as per section 62 (3) of Companies Act, 2013
	Monetary Value	Up to Rs. 100,00,00,000 (Hundred Crores only)
	Particulars of the Contract or Arrangement	Loan Agreement

Except Mr. Ravikumar Gaurishankar Patel, none of the Directors, KMP or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this Special Resolution.

Resolution No. 14: Appointment of Mr. Hemantbhai Khodidasbhai Raval (DIN: 10146164), as Managing Director of the company

The board of directors has appointed Mr. Hemantbhai Khodidasbhai Raval as the Managing Director of the Company for a period of 5 (Five) years in their meeting held on April 18, 2025, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Terms and Conditions (including Remuneration) for the appointment of Mr. Hemantbhai Khodidasbhai Raval as Managing Director of the Company:

1. **Term:** Five years from April 18, 2025 to April 17, 2030
2. **Role:** He shall be responsible for the day-to-day management of the Company. He shall carry out such duties as may be entrusted by the Board and perform such services/functions as may be delegated to him from time to time by the Board.
3. **Remuneration:** Such sum as may be decided by the Board as per its discretion. The scope and quantum of remuneration and perquisites may be enhanced, enlarged, widened, altered, or varied by the Board of Directors in the light of and in conformity with the Act and/or the rules and regulations made thereunder, the Listing Regulations and/or such guidelines as may be announced by the Central Government from time to time. In case of no profit or inadequate profits, the company will pay the remuneration as prescribed under Schedule V of the Companies Act, 2013.
4. **Reimbursement:** He shall also be entitled to reimbursement of actual expenses including telephone, travelling, hotel bill, conveyance, entertainment, miscellaneous expenses, and incidents, incurred by him on behalf of and for the business of the Company.
5. **Perquisites:** Nil

6. **Notice:** Appointment of Mr. Hemantbhai Khodidasbhai Raval can be terminated either by the Company or by him, by giving Notice in writing to the Company as per the employment letter.

Sr. No.	Particulars	Details
1	Name of the Director	Hemantbhai Khodidasbhai Raval
2	DIN	10146164
3	Nature of Appointment	Appointment as a Managing Director
4	Father's Name	Khodidasbhai Raval
5	Relationship with other Directors	NIL
6	Nationality	INDIAN
7	Date of Birth	17-11-1981
8	Brief Resume of the Director	Mr. Hemantbhai Khodidasbhai Raval is a seasoned professional in the automobile industry with decades of hands-on experience. Starting as a skilled mechanic, he rose to Head Mechanic at Arvind Mills, leading operations for nearly 9 years. He later transitioned into auto parts sales and marketing, successfully blending technical expertise with business acumen. Now serving as Director, he brings practical insight, leadership, and deep industry knowledge, making him a key asset to the company's growth.
9	Qualifications	Secondary Education
10	Expertise	He possesses strategic leadership and operational expertise, overseeing the overall management and performance of the company. They drive business growth, ensure regulatory compliance, implement board-approved policies, and lead decision-making across key functions to achieve organizational objectives.
11	Date of First Appointment	March 28, 2025
12	Number of meetings of the Board attended	N.A.
13	List of Outside Directorships Held (Public Limited Co.)	NIL
14	Listed entities from which the person has resigned in the past three years	NIL
15	Member of the Committees in Other Companies in India	NIL
16	Shareholding in the Company	NIL
17	Other Remarks	NA

Except Mr. Hemantbhai Khodidasbhai Raval, none of the Directors, KMP or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this Special Resolution.

Date: April 22, 2026
Place: Ahmedabad

**By Order of the Board of Directors
For KDJ Holidayscapes & Resorts Limited**

Sd/-

**Himanshu Vipul Zinzuwadia
Company Secretary & Compliance Officer**

Registered Office:

228/5-B, Akshay Mittal, Mittal Industrial Estate,
Andheri Kurla road, Marol, Andheri (East),
Mumbai, Maharashtra, India, 400059

Corporate Office:

A-1217 Titanium Business Park,
B/h Divyabhaskar Press Makarba, Jivraj Park, Ahmedabad,
Gujarat, India, 380051
CIN: L74900MH1993PLC071710
E-mail Id.: compliance.KDJ@gmail.com