

PANTH INFINITY LIMITED

CIN: L45201GJ1993PLC114416

Reg. Office: 101, Siddh Chambers, Taratiya Hanuman Street, Gurjar Faliya, Haripura, Surat-395003, Gujarat
Tel: +91 70439 99011, E-Mail: info@panthinfinity.com, panthcompliance@gmail.com
Website: www.panthinfinity.com

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013, read with
Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014)**

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of **PANTH INFINITY LIMITED** (“the Company”) pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (“**the Rules**”) and further pursuant to applicable Regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**SEBI LODR Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable provisions if any (including any statutory modification(s) or re-enactment(s) thereof), that the Resolutions given below are proposed to be passed by Postal Ballot through e-voting:

1. Issue of Bonus Shares
2. To Approve the Appointment of Mr. Satish Jashvantbhai Mejiyatar (DIN: 09524890) as an Independent Director of the Company.
3. To Approve the Appointment of Mr. Pranay Bhagirathbhai Shah (DIN: 09524651) as an Independent Director of the Company.

Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only.

The proposed Resolutions and Explanatory Statements setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company through remote e-voting. In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, the Company has extended remote e-voting facility as the only medium to its Members to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to this Postal Ballot Notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

The Board of Directors of the Company has appointed:

1. Mr. Manish R. Patel (COP: 9360), Practicing Company Secretary of Surat, as the Scrutinizer, for conducting the postal ballot through e-voting process in a fair and transparent manner, and
2. National Securities Depository Limited (NSDL) to provide e-voting facility for the postal ballot.

The E-voting period commences from 9:00 am on Sunday, 5th June, 2022 till 5:00 pm on Monday, 4th July, 2022 as per instructions provided in this Postal Ballot Notice. You are requested to read the instructions and notes carefully and thereafter cast your vote through the e-voting system not later than 5:00 pm on Monday, 4th July, 2022. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received. Upon completion of e-voting period, the Scrutinizer will submit his Report to the Chairman of the Company. The result of postal ballot will be announced by the Chairman on or before Wednesday, 6th July, 2022 at the Registered Office of the Company and shall also be displayed on the Company’s website www.panthinfinity.com besides communicating to the Stock Exchanges on which the Shares of the Company are listed.

The resolution, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of vote.

SPECIAL BUSINESS

ITEM NO. 1: ISSUE OF BONUS SHARES

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT in accordance with Article 174 of the Articles of Association and pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable Regulations, Rules and Guidelines issued by SEBI and Reserve Bank of India (“RBI”) from time to time and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 6,16,25,000/- (Rupees Six Crore Sixteen Lakh Twenty Five Thousand) from and out of General Reserves, Securities Premium Account and/or such other eligible accounts as per the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022 as may be considered necessary, for the purpose of issue of Bonus Equity Shares of Face Value of Rs. 10/- (Rupees Ten) each, credited as fully paid up Equity Shares to eligible Members of the Company in the proportion of 1 (One) new fully paid-up Equity Share of Face Value of Rs. 10/- each (Rupees Ten) for every 2 (Two) existing fully paid-up Equity Share of Face Value of Rs. 10/- each (Rupees Ten) held by the Members of the Company, whose names appear in the Register of Members maintained by the Company / Registrar and Transfer Agent / Register of beneficial ownership as received from National Securities Depositories Limited (NSDL) / Central Depositories Services (India) Limited (CDSL) as on ‘Record Date’ determined by the Board for this purpose and that the Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the Paid-Up Capital of the Company held by each such member and not as the income of the members.

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall rank pari passu in all respect with the fully paid-up Equity Shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the “Record Date” for the purpose and to allot the Bonus Shares and issue share certificates under the Common Seal of the Company in accordance with the Articles of Association of the Company and as per provisions of the Act and the rules made thereunder and to do all such acts, deeds and things whatsoever including settling any question, doubt or difficulty that may arise relating to such issue and allotment of Bonus Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to delegate such powers and/or authority to any one or more of the Executive Chairman, Chief Financial Officer, Company Secretary or any other person / official to make listing / trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

ITEM NO.: 2: TO APPROVE THE APPOINTMENT OF MR. SATISH JASHVANTBHAI MEJIYATAR (DIN: 09524890) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Satish Jashvantbhai Mejiyatar (DIN: 09524890) who was appointed by the Board of Directors as an Additional Director of the Company categorized as Independent with effect from 1st June, 2022 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1st June, 2022 for a term of 5 (Five) consecutive years, not liable to retire by rotation.

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

ITEM NO.: 3: TO APPROVE THE APPOINTMENT OF MR. PRANAY BHAGIRATHBHAI SHAH (DIN: 09524651) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Pranay Bhagirathbhai Shah (DIN: 09524651) who was appointed by the Board of Directors as an Additional Director of the Company categorized as Independent with effect from 1st June, 2022 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1st June, 2022 for a term of 5 (Five) consecutive years, not liable to retire by rotation.

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

By order of the Board of Directors
For PANTH INFINITY LIMITED

Place: Surat
Date: 30/05/2022

ARPIT JAIN
Company Secretary & Compliance Officer
ACS No.: 66322

REGISTERED OFFICE:
101, Siddh Chambers,
Taratiya Hanuman Street, Gurjar Falia,
Haripura, Surat-395003, Gujarat.

NOTES:-

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.

2. The postal ballot notice is being sent electronically to all the members, whose names appear in the register of members and list of beneficial owners, received from the National Securities Depository Limited (NSDL) & the Central Depository Services (India) Limited (CDSL) as on 27th May, 2022 (“Cut-off Date”) (“Eligible Members”). A copy of this Postal Ballot Notice is also available on the website of the Company at www.panthinfinity.com
3. There will be one e-voting for every folio no. / Client ID irrespective of the number of joint holders.
4. Members cannot exercise their vote by proxy on Postal Ballot. However, Corporate and Institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
5. Only a Member holding Shares as on the cut-off date i.e. 27th May, 2022 is entitled to exercise his/her vote through e-voting.
6. The voting period begins on Sunday, 5th June, 2022 (9:00 am onwards) and ends on Monday, 4th July, 2022 (upto 5:00 pm) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 p.m. on 4th July, 2022.
7. The Board of Directors has appointed Mr. Manish R. Patel (COP: 9360), Practicing Company Secretary of Surat as Scrutinizer for conducting the e-voting process of postal ballot in a fair and transparent manner.
8. Documents related to the above mentioned Resolutions are open for inspection at the Registered Office of the Company situated at 101, Siddh Chambers, Taratiya Hanuman Street, Gurjar Faliya, Haripura, Surat - 395003, Gujarat on all working days between 2:00 pm to 5:00 pm till 4th July, 2022 (i.e. the last date for receiving of e-votes).

9. VOTING THROUGH ELECTRONIC MEANS:

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


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 3. 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>4. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Your password details are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- (c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password

to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. Select “EVEN” for “Panth Infinity Limited” for which you have to cast your vote.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

■ General Guidelines for shareholders:

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to csmanishpatel@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to support@purvashare.com or info@panthinfinity.com / panthcompliance@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to support@purvashare.com or info@panthinfinity.com / panthcompliance@gmail.com.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

With a view to encourage the participation of small investors, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on 30th May, 2022, recommended issue of bonus equity shares of ₹10/- each to eligible members of the Company in the proportion of 1 (One) equity Share for every 2 (Two) existing equity shares held by them, by capitalizing a sum not exceeding Rs. 6,16,25,000 (Rupees Six Crore Sixteen Lakh Twenty Five Thousand) out of General Reserves, Securities Premium Account and/or such other eligible accounts as per the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022. The issue of bonus shares is authorized by the Company's Articles of Association.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.

Accordingly, the Board of Directors of the Company recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

ITEM NO. 2

Pursuant to the recommendation of the Nomination & Remuneration Committee ("NRC"), Board of Directors of your Company in their Board Meeting held on 30th May, 2022 has appointed Mr. Satish Jashvantbhai Mejiyatar (DIN: 09524890) as an Additional Director of the Company categorized as Independent for a term of five years w.e.f. 1st June, 2022 subject to approval of the Members.

In terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of Members for appointment of person on the Board of Directors should be taken at the next General Meeting or within a period of 3 months, whichever is earlier. Further, in accordance with Regulation 25(2A) of Listing Regulations, the appointment of an Independent Director (“ID”) shall be subject to approval of Members by way of a special resolution.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 (“the Act”), the period of office of ID will not be liable to determination by retirement of directors by rotation at the Annual General Meeting (“AGM”).

The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act, proposing his candidature for the office of ID. He meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

He fulfils the conditions for appointment as ID as specified in the Act and the Rules made thereunder and the Listing Regulations and is independent of the management.

The NRC reviewed the capabilities of Mr. Satish Jashvantbhai Mejiyatar (DIN: 09524890) vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Satish Jashvantbhai Mejiyatar (DIN: 09524890) as an ID, for a term of 5 (Five) consecutive years effective from 1st June, 2022. In the opinion of NRC and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of Industry Experience, Strategic leadership, Diversity and financial expertise. In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

Copy of the letter for appointment setting out the terms and conditions applicable to ID as applicable to Mr. Satish Jashvantbhai Mejiyatar (DIN: 09524890) is available on the Company’s website www.panthinfinity.com and shall be available for inspection upto the last date for receipt of votes through E-voting process, basis the request being sent by Member on info@panthinfinity.com / panthcompliance@gmail.com, mentioning their name, Folio no. / Client ID and DP ID with a self-attested copy of their PAN card or Aadhar Card attached to the email.

Accordingly, the Board of Directors of the Company recommends the resolution set out at Item No. 2 of this Postal Ballot Notice for approval of the Members as a Special Resolution.

Except Mr. Satish Jashvantbhai Mejiyatar and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Brief resume of Mr. Satish Jashvantbhai Mejiyatar is annexed.

ITEM NO. 3

Pursuant to the recommendation of the Nomination & Remuneration Committee (“NRC”), Board of Directors of your Company in their Board Meeting held on 30th May, 2022 has appointed Mr. Pranay Bhagirathbhai Shah (DIN: 09524651) as an Additional Director of the Company categorized as Independent for a term of five years w.e.f. 1st June, 2022 subject to approval of the Members.

In terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of Members for appointment of person on the Board of Directors should be taken at the next General Meeting or within a period of 3 months, whichever is earlier. Further, in accordance with Regulation 25(2A) of Listing Regulations, the appointment of an Independent Director (“ID”) shall be subject to approval of Members by way of a special resolution.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 (“the Act”), the period of office of ID will not be liable to determination by retirement of directors by rotation at the Annual General Meeting (“AGM”).

The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act, proposing his candidature for the office of ID. He meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

He fulfils the conditions for appointment as ID as specified in the Act and the Rules made thereunder and the Listing Regulations and is independent of the management.

The NRC reviewed the capabilities of Mr. Pranay Bhagirathbhai Shah (DIN: 09524651) vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Pranay Bhagirathbhai Shah (DIN: 09524651) as an ID, for a term of 5 (Five) consecutive years effective from 1st June, 2022. In the opinion of NRC and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of Industry Experience, Strategic leadership, Diversity and financial expertise. In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

Copy of the letter for appointment setting out the terms and conditions applicable to ID as applicable to Mr. Pranay Bhagirathbhai Shah (DIN: 09524651) is available on the Company's website www.panthinfinity.com and shall be available for inspection upto the last date for receipt of votes through E-voting process, basis the request being sent by Member on info@panthinfinity.com / panthcompliance@gmail.com, mentioning their name, Folio no. / Client ID and DP ID with a self-attested copy of their PAN card or Aadhar Card attached to the email.

Accordingly, the Board of Directors of the Company recommends the resolution set out at Item No. 3 of this Postal Ballot Notice for approval of the Members as a Special Resolution.

Except Mr. Pranay Bhagirathbhai Shah and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Brief resume of Mr. Pranay Bhagirathbhai Shah is annexed.

By order of the Board of Directors
For PANTH INFINITY LIMITED

Place: Surat
Date: 30/05/2022

ARPIT JAIN
Company Secretary & Compliance Officer
ACS No.: 66322

REGISTERED OFFICE:-

101, Siddh Chambers,
Taratiya Hanuman Street, Gurjar Falia,
Haripura, Surat-395003, Gujarat.

Annexure-A

Details of Directors seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Sr. No.	Particulars	Details	
1	Name	Satish Jashvantbhai Mejiyatar	Pranay Bhagirathbhai Shah
2	Age	41 years	41 years
3	DIN	09524890	09524651
4	Qualification	B. Com	H.S.C.
5	Nature of Expertise in specific functional areas	He is having 15 years of experience in Diamond Industry. He is very much instrumental in fields of Accounts and Finance	He is having 11 years of experience in Diamond Industry. He is very much instrumental in field of General Management
6	Disclosure of relationships between directors/KMP inter se	NIL	NIL
7	Shareholding in the Company	NIL	NIL
8	Companies (Other than Panth Infinity Limited) in which the Directors hold Directorship and Committee Positions	NIL	NIL
9	Key terms and Conditions for appointment	As per Resolution No. 2 of this notice read with explanatory statement thereto.	As per Resolution No. 3 of this notice read with explanatory statement thereto.
10	Remuneration proposed to be paid	Sitting fees and Commission as may be approved by the Company/Board in accordance with applicable laws	Sitting fees and Commission as may be approved by the Company/Board in accordance with applicable laws
11	Date of first appointment on Board, Last drawn remuneration and number of board meetings attended (till date)	Fresh Appointment	Fresh Appointment

By order of the Board of Directors
For PANTH INFINITY LIMITED

Place: Surat
Date: 30/05/2022

ARPIT JAIN
Company Secretary & Compliance Officer
ACS No.: 66322

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