



Goyal Salt Limited

Manufacturer of Triple Refined Free Flow Iodised & Industrial Salt

CIN : L24298RJ2010PLC033409
(Formerly: Goyal Salt Private Limited)

NOTICE OF THE 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the **14th Annual General Meeting (AGM)** of the Members of **Goyal Salt Limited ("The Company")** will be held on **Thursday, 8th day of August, 2024 at 11:00 a.m. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") facility and will be deemed to be held at the Registered Office of the Company at **Plot No. 229-230, Guru Jambheshwar Nagar, Lane No. 7, Gandhi Path, Vaishali Nagar, Jaipur-302021, Rajasthan**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2024, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a director in place Mr. Rajesh Goyal (DIN: 03324131), who retires by rotation and being eligible, offers himself for re appointment.
3. To re-appoint M/s Arvind R Agrawal & Co, Chartered Accountants (Firm Registration No. 016460C) as statutory auditors of the Company and fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Arvind R Agrawal & Co, Chartered Accountants (FRN:016460C) Jaipur, be and is hereby re-appointed as Statutory Auditors of the company for the period of 5 years starting from Financial Year 2024-25 and they shall hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 19th AGM of the Company to be held in the Financial Year 2028-29 and that the Board of Directors be and are hereby authorized to fix remuneration in consultation with the auditors.

SPECIAL BUSINESS:

4. **TO APPOINT (REGULARISE) MR. NARENDRA DEV GARG (DIN: 10554720) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT Mr. Narendra Dev Garg (DIN: 10554720), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board and who holds office under section 152 and 149(6) of the Companies Act, 2013 up to the date of the Annual General Meeting and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Independent Director, be and is hereby appointed as a Independent Director of the Company."

Regd. & Corp. Off : Plot No.229-230, Guru Jambheshwar Nagar, Lane No.7
Gandhi Path, Vaishali Nagar, Jaipur, Raj. -302021
Factory Unit-I : Survey No 546, Near Biyani Petrol Pump, Mohanpura Bypass Road, Nawa City, Dist Nagaur, Raj. – 341509
Factory Unit-II : Unit II : Survey No 416, Village- Chirai Moti, Taluka – Bhachau, District- Kutch, Gujarat - 370140
Website : www.goyalsaltltd.com • E-mail: info@goyalsalt.in



"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to file e-form no. DIR-12 with the Registrar of Companies, Rajasthan, Jaipur and to do all the acts, deeds and things as may be required for this purpose."

5. APPROVAL FOR RELATED PARTY TRANSACTION FOR THE FINANCIAL YEAR 2024-25.

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

"RESOLVED THAT pursuant to provisions of section 188 of the Companies Act, 2013 ("the Act") and other applicable provisions if any, read with the rules framed thereunder including any statutory modification (s) or re-enactment (s) thereof, for the time being in force and the Company's policy on Related Party Transaction(s), consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into the contracts / arrangements / transactions entered/to be entered into with any of the related parties within the meaning of section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, up to a maximum aggregate value of Rs. 40.00 Crores (Forty Crores)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize and approve the necessary contracts / arrangements / transactions with related parties and to do all the acts, deeds and things as may be necessary for purpose."

6. TO APPROVE POWER OF BOARD U/S 180(1)(a) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as may be deemed fit , to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidate damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at time exceed the limit of Rs. 100.00 Crores (Rupees Hundred Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit."

7. TO APPROVE BORROWING POWERS OF THE BOARD U/S 180(1)(c) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of

Directors for borrowing any sum or sums of money from time to time, from any one or more of the Company's Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but the total borrowing shall not exceed Rs. 100.00 Crores (Rupees Hundred Crores only) excluding of any interest or charges but including the borrowing already availed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit."

8. APPROVAL FOR MAKING INVESTMENT, GIVING GUARANTEE OR ISSUE SECURITIES ETC. UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **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 Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of shareholders 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 be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), pursuant to section 186 of the Companies Act, 2013, to give any loans/ any other form of debt to any person or other body corporate and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to any body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether India or overseas up to maximum amount of Rs. 35.00 Crores (Rupees Thirty-Five Crores Only) outstanding at any point of time not withstanding that the aggregate amount of all the loans/ guarantees, securities/ investments so far made together with the proposed loans/ guarantees/securities/ investments to be made, exceeds the limits set by this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit."

For and on behalf of the Board
GOYAL SALT LIMITED



Jayanti Na
(Jayanti Jha Roda)
Company Secretary
ACS 50623

Date: 05.07.2024

Place: Jaipur

NOTES

1. Pursuant to General Circular Nos. 20/2020 dated 5th May, 2020, 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs ("MCA") and Master Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/120 dated 1st July 2023, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by SEBI along with other applicable Circulars issued by the MCA and SEBI (hereinafter collectively referred as "the Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue till 30 September 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The Notice calling the AGM has been uploaded on the website of the Company at <https://www.goyalsaltltd.com>. Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE LIMITED at www.nseindia.com and Bigshare Services Private Limited (RTA) (agency for providing the Remote e-Voting facility) i.e. www.bigshareonline.com
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTEMAP OF THIS AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Members can join the AGM in the VC/OAVM mode upto 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. Members will be able to view the proceedings by logging into the Bigshare Services Private Limited (RTA) e-Voting website at ivote.bigshareonline.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Institutional Investors, who are Members of the Company, are encouraged to attend this AGM through VC/OAVM facility and vote through remote e-Voting facility. Institutional Investors and Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution (JPG/PDF Format) to the Scrutiniser by e-mail at ipsassociates@hotmail.com with copy marked to ivote@bigshareonline.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
6. 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 Act.
7. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Items No. 4 to 8 of the Notice, are annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment has been attached herewith as **Annexure-1**

8. The relevant details, pursuant to Regulation 36(5) of the Listing Regulations, in respect to proposal for re-appointment of Statutory Auditors in The Forthcoming Annual General Meeting have been attached herewith as **Annexure-2**.
9. M/s JPS & Associates, Practising Company Secretaries, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and e-voting during AGM to be carried out in a fair and transparent manner and they have communicated their willingness to be appointed so and will be available for the said purpose.
10. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. The Notice convening the AGM and the Annual Report for the financial year 2023-24 is available on the Company's website at www.goyalsaltltd.com and may also be accessed on the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com and on the website of RTA at www.bigshareonline.com.
11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred/transmitted and transposed only in dematerialised form. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form by contacting their Depository Participants (DPs). Members can contact the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited (RTA) at www.bigshareonline.com for assistance in this regard.
12. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Companies Act, 2013, will be available electronically for inspection by the members at the AGM.
13. The Register of Contracts and Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available electronically for inspection by the members at the AGM.
14. 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 upto the date of the AGM. Members seeking to inspect such documents can send an e-mail to investor.grievances@goyalsalt.in.
15. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from an unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of RTA. It may be noted that any service request can be processed only after the folio is KY Compliant.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.
17. In compliance with the provisions of Section 110 of the Companies Act, 2013 and in compliance with the provisions of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 14Th Annual

General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Bigshare Services Private Limited (RTA).

18. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is Thursday, 1st August, 2024. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
19. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. Thursday, 1st August, 2024, may obtain the login ID and password by sending a request at ivote@bigshareonline.com. However, if the Member is already registered with Bigshare for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

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

- i. The voting period shall commence at 10.00 a.m. on Monday, 5th August, 2024 and will end at 5.00 p.m. on Wednesday, 7th August 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, 1st August, 2024 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 myeasi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 e-voting 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 the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 22-23058542-43.
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

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 **"INFAVOUR"**, **"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 Bigsharei-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: 1800 22 54 22.

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 "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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying Notice:

ITEM NO. 4: TO REGULARIZE MR. NARENDRA DEVGARG (DIN: 10554720) AS INDEPENDENT DIRECTOR OF THE COMPANY

For the purpose of filling the casual vacancy in the office of the Independent Director, the Board of Directors of the Company at its meeting held on 22.03.2024, appointed Mr. Narendra Dev Garg (DIN: 10554720) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from March 22, 2024, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board have recommended the appointment of Mr. Narendra Dev Garg as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Narendra Dev Garg to be appointed as Independent Director of the Company. The Company has received a declaration from Mr. Narendra Dev Garg confirming that he meets the criteria of independence under the Companies Act, 2013. Further, the Company has also received Mr. Narendra Dev Garg's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Narendra Dev Garg fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Narendra Dev Garg's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from March 22, 2024.

Copy of letter of appointment of Mr. Narendra Dev Garg setting out the terms and conditions of appointment is being made available for inspection by the members.

Brief profile of Mr. Narendra Dev Garg is as follows: -

Mr. Narendra Dev Garg S/o Mr. Durga Lal Garg age about 62 years having residential address at Plot No. 147, Mangal Vihar, Gopal Pura By pass, Jaipur- 302011, is presently working as General Manager (Commercial) in M/s Mahavir Polymers Private Limited. He is a seasoned banker having over 40 years of work experience in almost every Banking Segment. Besides this, he is a Certified Associate of Indian Institute of Bankers (CAIIB), Advisor to various start-ups and is on panel of interview Board of IBPS. He is a person having entrepreneurial mind set with consistent result oriented high performance.

Except Mr. Narendra Dev Garg, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5: APPROVAL FOR RELATED PARTY TRANSACTION FOR THE FINANCIAL YEAR 2024-25.

During the normal course of business, the Company needs to enter into various transactions with certain related parties. Further, since the paid-up capital of the Company is above of Rs. 10.00 Crores, therefore in terms of provisions of first proviso to sub section (1) of section 188 read with Rule 15(3)(i) of the Companies (Meeting of Board and Committees) Rules, 2014, the company required to obtain approval of the members of the Company for undertaking any related party transactions / arrangement.

In view of the above, approval of members is being sought for following related party transactions: -

Sl. No.	Name of related party and nature of relationship	Description of contracts/Arrangements/Transactions	Tenure of Contracts/Arrangements/Transactions	Amount (Rs. in lakhs)
1.	Goyal Salt Industry (Proprietary concern of Director)	sale, purchase or supply of any goods or materials	one year	Up to Rs.320.00 lakhs
2.	Priyanka Salt Industries (Proprietary concern of Director)	sale, purchase or supply of any goods or materials	one year	Up to Rs.200.00 lakhs
3.	Radhika Namak Udhog (Proprietary concern of Director's wife)	sale, purchase or supply of any goods or materials	one year	Up to Rs.150.00 lakhs
4.	Shakambar Salt Industries (Proprietary concern of Director)	sale, purchase or supply of any goods or materials	one year	Up to Rs.250.00 lakhs
5.	Rekha Salt Industries (Proprietary concern of Director's wife)	sale, purchase or supply of any goods or materials	one year	Up to Rs.120.00 lakhs
6.	Agarwal Food Industries (Directors is interested as partner)	sale, purchase or supply of any goods or materials	one year	Up to Rs.220.00 lakhs
7.	Shree Shakambhar Chem Food (Directors is interested as partner)	sale, purchase or supply of any goods or materials	one year	Up to Rs.300.40 lakhs
8.	Agarwal Chem Food (Director's relative is interested as partner)	sale, purchase or supply of any goods or materials	one year	Up to Rs.2000.00 Lakhs
9.	Lokesh Goyal HUF (Director is Karta of HUF)	sale, purchase or supply of any goods or materials	one year	Upto Rs. 30.00 Lakhs
10.	Pramesh Goyal HUF (Director is Karta of HUF)	sale, purchase or supply of any goods or materials	one year	Upto Rs. 30.00 Lakhs
11.	Rajesh Goyal HUF (Director is Karta of HUF)	sale, purchase or supply of any goods or materials	one year	Upto Rs. 30.00 Lakhs
12.	Shree Balaji Salt Industries (Directors is interested as partner)	sale, purchase or supply of any goods or materials	one year	Upto Rs. 160.00 Lakhs
13.	Goyal Iodised Salt Works (Directors are interested as partner)	sale, purchase or supply of any goods or materials	One Year	Upto Rs. 111.00 lakhs
14.	Rajesh Goyal (Director)	Leasing/sublease/rent for office, sharing of property	one year	Rs. 0.90 Lakhs
15.	Pramesh Goyal (Director)	Leasing/sublease/rent for office, sharing of property	one year	Rs. 1.20 Lakhs Only
16.	Radhika Goyal (Wife of Director)	Leasing/sublease/rent for office, sharing of property	one year	Rs. 1.20 Lakhs Only
17.	Rekha Goyal (Wife of Director)	Leasing/sublease/rent for office, sharing of property	one year	Rs. 1.20 Lakhs Only

18.	Goyal Dharam Kanta (Director is Karta of HUF)	Availing or rendering of any service	One Year	Rs. 15.00 Lakhs Only
19.	Rajesh Goyal (Director)	Managerial Remuneration	one year	Rs. 18.00 Lakhs Only
20.	Pramesh Goyal (Director)	Managerial Remuneration	one year	Rs. 18.00 Lakhs Only
21.	Lokesh Goyal (Director)	Managerial Remuneration	one year	Rs. 18.00 Lakhs Only
22.	Radhika Goyal (Director)	Appointment in the office or place of profit	one year	Rs. 2.25 Lakhs Only
23.	Rekha Goyal (Director)	Appointment in the office or place of profit	one year	Rs. 2.25 Lakhs Only

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Parmesh Goyal, Mr. Rajesh Goyal, Mr. Lokesh Goyal, Mrs. Priyanka Goyal, is directly or indirectly concerned or interested, financially or otherwise.

The Board recommends the Ordinary Resolution at item No. 5 of the Notice for approval by the members, with or without modification.

ITEM NO.6: TO APPROVE POWERS OF BOARD U/S 180(1)(a) OF THE COMPANIES ACT, 2013.

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, a public company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without consent of the Shareholders by way of a special resolution at the general meeting of the company.

Considering the need to avail additional financial assistance, over and above the present financial assistances, from Banks, Financial Institutions, Bodies Corporate, other Entities, Person or Persons, it may be required to further mortgage / charge its properties including newly acquired immoveable properties and / or extend the charge over properties already charged to secure other financial assistance including securing the present facilities sanctioned and being availed. Since the creation of charge / mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a special resolution under Section 180(1) (a) of the Companies Act, 2013, under which the company had taken approval of shareholders vide a special resolution. Therefore, it is felt desirable to seek fresh approval of shareholders by way of special resolution.

Therefore, the resolution set out at Item no. 6 is placed for consideration of shareholders and if thought fit to pass as a special resolution with or without modification.

None of the Directors are interested in this resolution except to the extent of value of shares in the Company, held by them.

ITEM NO. 7: TO APPROVE POWERS OF BOARD U/S 180(1)(c) OF THE COMPANIES ACT, 2013.

Section 180 (1) (c) of the companies Act, 2013, stipulates for approval of borrowing powers of the Board by the members of the Company in its general meeting by special resolution if the borrowings by the board exceeds the aggregate of paid up capital and free reserves of the Company. Now, it is anticipated that the borrowings of the Company may cross the said limit. Therefore, it is proposed that the borrowing powers of the Board of Director's should be increased upto Rs.100.00 Crores, which requires to be approved by the members in general meeting by way of passing a special resolution.

Hence, Item No. 7 is placed before the members for their consideration and if think fit to be passed as a special Resolution, with or without modification.

None of the Directors are interested in this resolution except to the extent of value of shares in the Company, held by them.

ITEM NO.8: APPROVAL FOR MAKING INVESTMENT, GIVING GUARANTEE OR ISSUE SECURITIES ETC. UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Considering the growth plans, the Company may require, from time to time, to make investment, provide loan, give guarantee / securities in / to various other bodies corporates and the aggregate value of the same may increase the monetary limit prescribed under section 186 of the Companies Act, 2013. Therefore, it is prudent to get the enabling power of the Board for making investment and providing loans / guarantee / securities etc., duly pre-approved by the shareholders in advance.

Any increase in the limits of investment, giving of guarantee, giving of loan or issuing of securities which exceeds 60% of the aggregate of share capital and free reserves requires approval of the members of the Company by way of special resolution. Hence the above resolution is placed for the consideration of the members of the Company and proposed to be passed as Special Resolution, with or without modification.

None of the Directors are interested in this resolution except to the extent of value of shares in the Company, held by them.

For and on behalf of the Board
GOYAL SALT LIMITED

Jayanti Jha

(Jayanti Jha Roda)
Company Secretary
ACS 50623

Date: 05.07.2024
Place: Jaipur

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[PURSUANT TO REGULATION 36(3) OF SEBI (LISTING AND OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]

1. **For Appointment of a director in place Mr. Rajesh Goyal (DIN: 03324131), who retires by rotation and being eligible, offers himself for re appointment.**

Name	Mr. Rajesh Goyal (DIN: 03324131)
Date of Birth	2 nd July, 1980
Date of First Appointment	26 th November, 2010
Designation and category of Director	Whole Time Director and Designated as Chairman of the Company Non-Independent Executive Director
Qualifications	Master's degree in Accountancy form Rajasthan University
Brief profile	He has vast experience of over 25 years in Salt Industries. Apart from that from an early age he has observed the Salt industry very closely. After completing his education, he joined Goyal Iodised Salt works in 2008 and setup one of north India's first washed salt iodised plant with capacity of 250 M.T. per day. In 2010, he started Goyal Salt Private Limited with a capacity of 300 M.T. Per day, which was among first refineries in north India. In 2015, he setup another plant with the capacity of 700 M.T. per day. In the same campus of GSL, in 2016 he established Shree Shakambhar Chemfood Industries (Gujarat) to cater PAN India Salt Market. He is very enthusiastic and energetic person who always look forward for challenges. He holds very good command on raw salt fields and raw salt manufacturer. As we all know, man power is the strongest assets of an organization, he holds a team of man power for quality control and production.
Directorship in other Companies	NIL
No. of Board Meeting attended during the year	20 Board meetings attended of M/s Goyal Salt limited
Membership/ Chairmanship of the Committees across all the Public Companies	<ul style="list-style-type: none"> • Chairman of the Board of M/s Goyal Salt limited • Chairman of CSR Committee of M/s Goyal Salt limited • Member of Audit Committee of M/s Goyal Salt limited
Relationship with other Directors/Key Managerial Personnel	Brother of Mr. Pramesh Goyal, Managing Director and Mr. Lokesh Goyal, Whole Time Director and Mrs. Priyanka Goyal (Members of a HUF), Non-Executive Director of the Company
No. of shares held in the Companies either by self or on a beneficial basis for any other person	<ol style="list-style-type: none"> 1. Individual holding in the company- 1507500 equity Shares 2. Holding as the Karta of M/s Kunj Bihari Goyal HUF- 916500 Equity Shares 3. Holding as the Karta of M/s Rajesh Goyal HUF- 900000 Equity Shares

2. For Appointment (regularise) of Mr. Narendra Dev Garg (DIN: 10554720) as Independent Director of the Company

Name	Mr. Narendra Dev Garg (DIN: 10554720)
Date of Birth	22 nd May, 1962
Date of First Appointment	22 nd March, 2024
Designation and category of Director	Non- Executive Independent Director
Qualifications	<ul style="list-style-type: none">• CAIIB (Certified Associate of Indian Institute of Bankers)• B. Com (University of Rajasthan, Jaipur)
Brief profile	Mr. Narendra Dev Garg is presently working as General Manager (Commercial) in M/s Mahavir Polymers Private Limited. He is a seasoned banker having over 40 years of work experience in almost every Banking Segment. Besides this, he is a Certified Associate of Indian Institute of Bankers (CAIIB), Advisor to various start-ups and is on panel of interview Board of IBPS. He is a person having entrepreneurial mind set with consistent result oriented high performance.
Directorship in other Companies	1. Director in M/s Mayuresh Finance Private Limited
No. of Board Meeting attended during the year	NIL
Membership/ Chairmanship of the Committees across all the Public Companies	NIL
Relationship with other Directors/Key Managerial Personnel	None
No. of shares held in the Companies either by self or on a beneficial basis for any other person	NIL

DETAILS OF STATUTORY AUDITOR PROPOSED TO BE RE-APPOINTED IN THE FORTHCOMING ANNUAL GENERAL MEETING

[PURSUANT TO REGULATION 36(5) OF SEBI (LISTING AND OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Name of the Statutory Auditors/ Firm	M/s Arvind R Agrawal & Co.
Firm Registration No	016460C
Tenure of previous appointment(s) of the auditor or auditor's firm	30.09.2019 to 31.03.2024
Period of Account for which appointed/re-appointed	01.04.2024 to 31.03.2029 (5 years)
Proposed Fees payable	Remuneration to be decided on year-to-year basis by Mr. Pramesh Goyal (DIN: 03304953), Managing Director and the Statutory Auditors of the Company.
Basis of recommendation	M/s Arvind R Agrawal & Co has been associated with company as the Statutory Auditors of the company since 2011 and have completed their first term of appointment as on 31.03.2024 and are eligible for re-appointment pursuant to section 139(2) of the companies Act, 2013 and hence recommended for the re-appointment.

For and on behalf of the Board
GOYAL SALT LIMITED*Jayanti Jha*(Jayanti Jha Roda)
Company Secretary
ACS 50623

Date: 05.07.2024

Place: Jaipur