

Regd. Office: 6/19 1ST FLOOR TRANSMISSION HOUSE, COMPOUND NO 82 MIDC, NR M V ROAD, ANDHERI EAST MUMBAI -MH 400059; Tel-022-62315800; Email-info@prodocssolution.com; Website-www.prodocssolution.com; CIN: U72900MH2019PTC322408

NOTICE

The 1/2024-2025 Extra Ordinary General Meeting of Prodocs Solutions Private Limited will be held on **Wednesday, the 29th day of May, 2024 at 11.00 a.m.**, at 6/19, 1st Floor, Transmission House, Compound No.82, MIDC Near MV Road, Andheri East, Mumbai-400059 to transact the following business:

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Board of Directors, M/s. A. K. Kocchar & Associate., Chartered Accountants (FRN 120410W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Dinesh Patel & Associates, Chartered Accountants (FRN 118902W).

RESOLVED FURTHER THAT M/s. A. K. Kocchar & Associate., Chartered Accountants (FRN 120410W), be and are hereby appointed as the Statutory Auditor of the Company to hold the office from May 6,2024 until conclusion of ensuing Annual General Meeting of the Company at a remuneration as may be mutually agreed with the Board of Directors.

2. 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 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding

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Rs.10,00,00,000 (Rupees Ten Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above any Director of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

BY ORDER OF THE BOARD

Place : Mumbai
Date : 06-05-2024

Nidhi Sheth
Director
(DIN: 08386886)

Regd. off:
6/19 1st Floor Transmission House,
Compound NO 82 Midc, Nr M V Road,
Andheri East Mumbai -Mh 400059

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE MEETING.**
Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
- Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

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4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

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

Item No.1

The Statutory Auditor M/s. Dinesh Patel & Associates Chartered Accountants (FRN: 118902W) have tendered their resignation from the position of the Statutory Auditors of the company w.e.f. 29th April, 2024 stating their inability to continue as the statutory Auditor considering the preoccupation in other assignments, and not in a position to devote sufficient time to the affairs of the Company.

Pursuant to provision of the section 139(8) and other applicable provision of the Act read with the rules made there under and based on the recommendation of the Board of Directors at their meeting held on May 6, 2024 has appointed M/s. A. K. Kocchar & Associates, Chartered Accountants, (Firm Registration No. 120410W), as Statutory Auditor of the Company to fill the casual vacancy of Statutory Auditor of the Company, which requires to be approved by the Shareholders at the General meeting to be convened within 90 days of appointment of the Board.

Accordingly, the Board has decided to obtain approval of Shareholders in this Extra Ordinary General Meeting.

M/S A. K. Kocchar & Associates is a Chartered Accountants' Firm is engaged in providing services in the field of International Taxation Solutions, Domestic Taxation Solutions, Indirect Taxation Solutions Companies Secretarial Solutions, Accounts Process Outsourcing and Audits. It is also engaged in practice of undertaking audits under various statutes including internal Audit and adherence to the provisions of various laws.

Taking into consideration the wide range of services provided by M/S A. K. Kocchar & Associates the Board of Directors has recommended their appointment as Statutory Auditor of the Company at a remuneration mutually agreed with the Board of Directors.

The Board recommends appointment of M/s A. K. Kocchar & Associates, Chartered Accountants, (Firm Registration No. 120410W), for a period from the date of appointment of the Board i.e May 6, 2024 until the conclusion of ensuing Annual General Meeting as mentioned in the Resolution.

None of the Director, Key Managerial Personnel, and their relatives is interested or concerned, financially or otherwise in the proposed resolution.



PRODOCS SOLUTIONS PRIVATE LIMITED

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Item No.2

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.10 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.2 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice. The Board recommends the resolution at Item no.2 to be passed as Special Resolution.

BY ORDER OF THE BOARD

Place: Mumbai

Date : 06-05-2024

Nidhi Sheth

Director

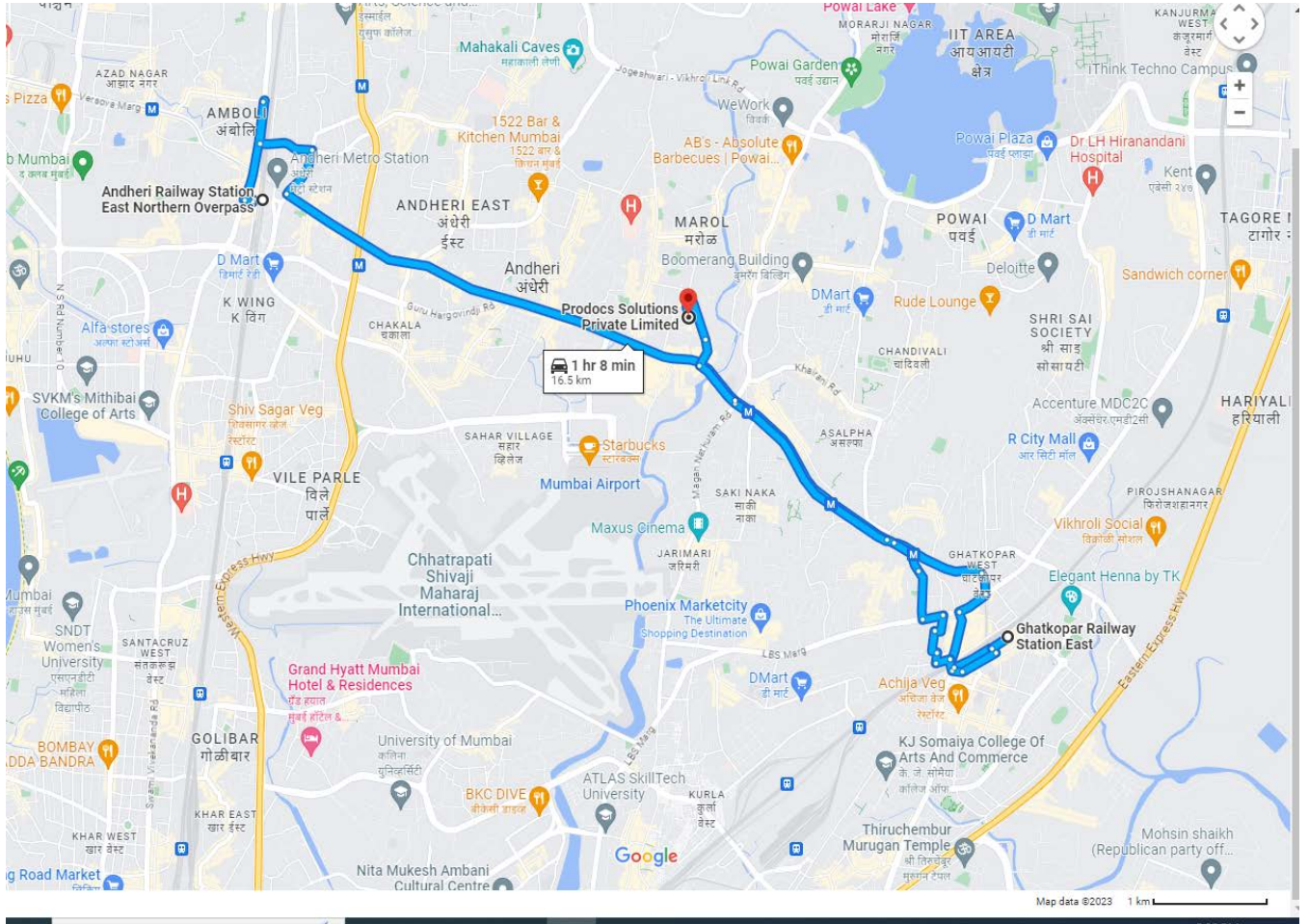
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AGM Route MAP



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