

## NOTICE

The 2/2024-2025 Extra-Ordinary General Meeting of the Company will be held at the Registered office of the Company at 6/19, 1st Floor, Transmission House, Compound No. 82, MIDC, Near M. V. Road, Andheri East, Mumbai- 400059 on **Monday, 2<sup>nd</sup> September, 2024** at **11.00 a.m** for transacting the following business:

### **SPECIAL BUSINESS:**

#### **ITEM NO.1: TO OFFER/INVITATION TO SUBSCRIBE EQUITY SHARES OF INR 300/- EACH ON PRIVATE PLACEMENT BASIS.**

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 Sections 62, 42 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the Company be and is hereby accorded to offer or invite to subscribe, issue and allot, such number of Equity Shares of the Company of the face value of Rs. 10/- each, at a price of Rs. 300/- per Equity Share which includes a premium of Rs. 290/- per share aggregating to Rs. 1,50,00,000 /- (Indian Rupees One Crore Fifty Lakhs Only) for cash on a Preferential basis, to the below listed subscribers.

Sl. No	Proposed Allottees	No. of Equity shares	Amount (Rs.)
1.	ATUL DEVCHAND SHAH	3400	10,20,000
2.	DARSHANA ATUL SHAH	11700	35,10,000
3.	ATUL DEVCHAND SHAH HUF	8300	24,90,000
4.	MEHUL ATUL SHAH	13300	39,90,000
5.	MEHUL ATUL SHAH HUF	8300	24,90,000
6.	MEGHA ATUL SHAH	5000	15,00,000

# PRODOCS SOLUTIONS PRIVATE LIMITED

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

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Total	50000	1,50,00,000
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**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised severally to forward a certified true copy of the resolution to the concerned parties or departments as may be required from time to time.”

**BY ORDER OF THE BOARD**

**Place : Mumbai**  
**Date : 31-08-2024**

**Nidhi Sheth**  
Managing 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.

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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.

2. 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.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
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 OF THE COMPANIES ACT, 2013.**

### **Item Nos. 1.**

As per Section 62 and 42 of the Act read with the Rules framed there under, a company offering or making an invitation to subscribe to Equity Shares on a Preferential basis is required to obtain the prior approval of the Shareholders by way of a Special Resolution.

The approval of the Members is being sought by way of a Special Resolution under Sections 62, 42 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for Equity Shares on Preferential basis, in one or more tranches, during the period of offer.

Pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 the Company makes the following disclosures:

Objects of the Issue	1)For Capital Expenditure. 2)For Working Capital requirement 3)For General Corporate Expenses 4) To Repay the Loan of the company
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Total number of shares or other securities to be issued	50,000 Equity shares to be issued at price of Rs. 300/-
The price or price band at / within which the allotment is proposed	Rs. 300/- each.
Basis on which the price has been arrived at along with report of the registered valuer Chartered Accountant	Discounted Cash Flow Method Based on Valuation report
Relevant date with reference to which the price has been arrived at;	31 <sup>st</sup> March,2024
The class or classes of persons to whom the allotment is proposed to be made	Individuals and HUF
Intention of promoters, directors or key managerial personnel to subscribe to the offer;	Not applicable
The proposed time within which the allotment shall be completed	within 60 days from the receipt of application money
The names of the proposed allottees and the percentage of post offer capital that may be held by them;	<b>As per annexure A</b>
The Change in control, if any, in the company that would occur consequent to the preferential offer;	Post allotment of the shares there will not be change in the control of the company
The number of persons whom allotment on Private Placement basis have already been made during the year, in terms of number of securities as well as price;	<b>NIL</b>
The justification for the allotment proposed for consideration other than cash together with the valuation report of the registered valuer.	N.A.

**The Pre issue and post issue shareholding pattern of the company is as given below.**

Sr. No.	Category	Pre Issue	Post Issue
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		No. of Shares and Debentures held	% of shareholding	No. of Shares and Debentures held	% of shareholding
A	Promoters' holding:				
1	Indian :				
	Individual	30,000	3.7%	30,000	3.49%
	Bodies Corporate	360000	44.44%	360000	41.86%
	<b>Sub Total</b>	<b>390,000</b>	<b>48.15%</b>	<b>390,000</b>	<b>45.35%</b>
2	Foreign Promoters	-	-		
	<b>Sub Total (A)</b>	<b>390,000</b>	<b>48.15%</b>	<b>390,000</b>	<b>45.35%</b>
B	<b>Non – Promoters' holding :</b>				
1	Institutional Investors	-	-	-	-
2	Non – institution :				
	Private Corporate	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	288000	35.56%	338000	39.30%
	Others (Including NRIs)	132000	16.30%	132000	15.35%
	<b>Sub – Total (B)</b>	<b>420000</b>	<b>51.85%</b>	<b>470000</b>	<b>54.65%</b>
	<b>GRAND TOTAL (A+B)</b>	<b>810,000</b>	<b>100.00%</b>	<b>860,000</b>	<b>100.00%</b>

None of the Directors, Key Management Personnel of the Company and/or their relative is concerned or interested in the aforesaid resolution.

The Board recommends the resolution as set out in the annexed Notice for approval of the members as a Special Resolution.

## Annexure A

Names of the proposed allottees and the percentage of post offer capital held by them

Sl. No	Name	No. of Equity shares	Amount (Rs.)	Percentage
1.	ATUL DEVCHAND SHAH	3400	10,20,000	0.40%



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2.	DARSHANA ATUL SHAH	11700	35,10,000	1.36%
3.	ATUL DEVCHAND SHAH HUF	8300	24,90,000	0.97%
4.	MEHUL ATUL SHAH	13300	39,90,000	1.55%
5.	MEHUL ATUL SHAH HUF	8300	24,90,000	0.97%
6.	MEGHA ATUL SHAH	5000	15,00,000	0.58%
Total		<b>50000</b>	<b>1,50,00,000</b>	

**BY ORDER OF THE BOARD**

**Place : Mumbai**

**Date : 31-08-2024**

**Nidhi Sheth**

Managing Director

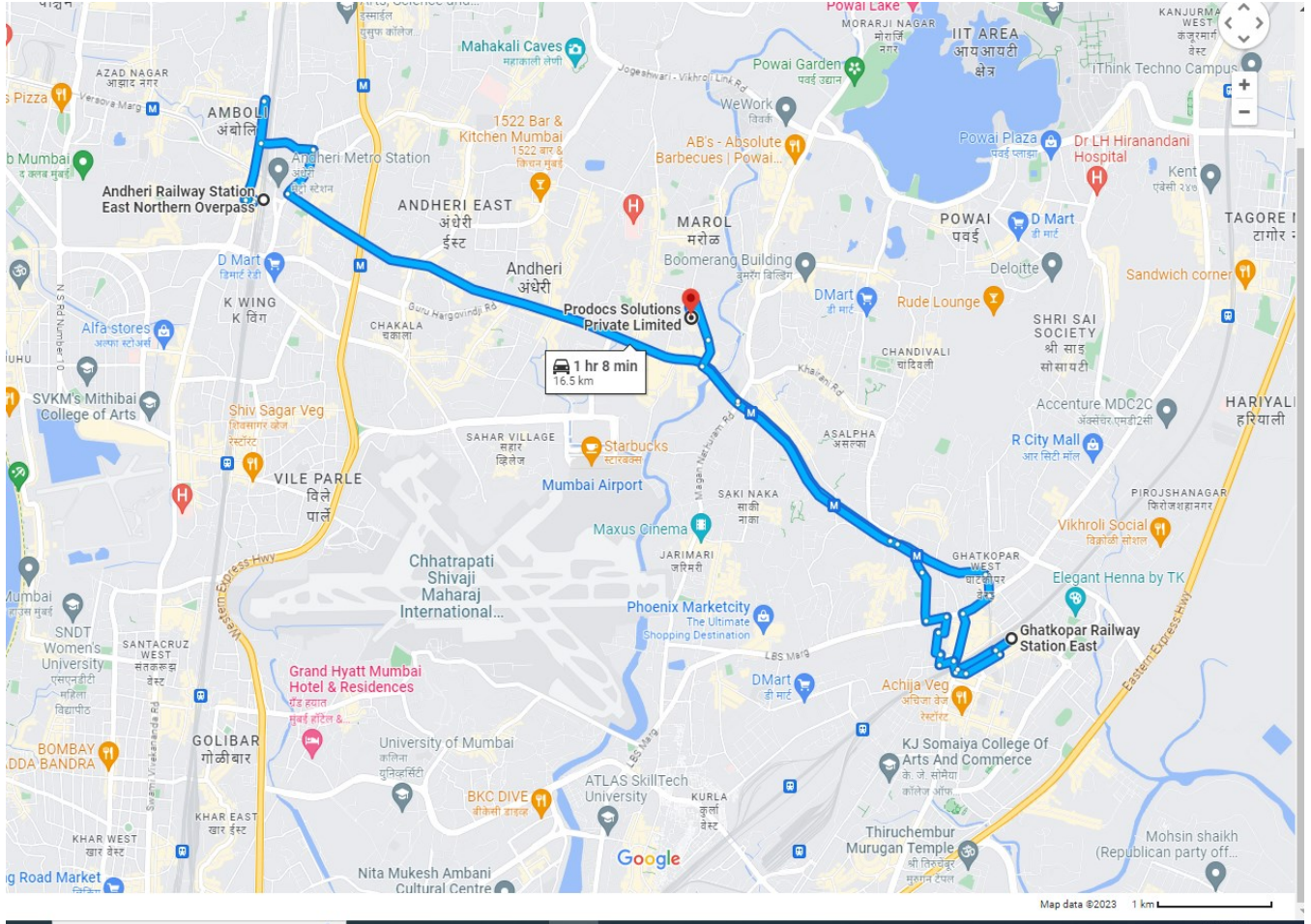
(DIN: 08386886)

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## EGM Route MAP



**Prodocs Solutions Private Limited**  
6/19 1st Floor Transmission House,  
Compound N0 82 MIDC Nr M V Road,  
Andheri East Mumbai -Mh 400059