

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 3/2024-2025 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, 9th September, 2024** at **11.00 a.m** for transacting the following business:

SPECIAL BUSINESS:

ITEM NO.1:

1. INCREASE IN AUTHORIZED SHARE CAPITAL

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 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.5,00,00,000/-(Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 8,00,00,000/- (Rupees Eight Crore) divided into 80,00,000 (Eighty Lakh) Equity shares of Rs.10/-(Rupees Ten) each by creation of additional 30,00,000(Thirty Lakh) Equity shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.”

2. ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and

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is hereby accorded for substituting Clause V .a. of the Memorandum of Association of the Company with the following clause.

V.a. The Authorised Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight crore) divided into 80,00,000 (Eighty Lakh) Equity shares of Rs.10/- each.”

3. 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. 4,42,20,000 /- (Indian Rupees Four Crore Forty Two Lakh Twenty Thousand Only) for cash on a Preferential basis, to the below listed subscribers.

Sl. No	Proposed Allottees	No. of Equity shares	Amount (Rs.)
1	Hiten Parekh	15000	4500000
2	Rita Parekh	10000	3000000
3	Hiten Parekh HUF	10000	3000000
4	Parag Kothari	10000	3000000
5	Hem Kothari	15000	4500000
6	Shilpa Kothari	15000	4500000
7	Jeel Kothari	10000	3000000
8	Rahul Bhatia	45000	13500000

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9	Atul Devchand Shah	16600	4980000
10	Darshana Atul Shah	800	240000
Total		147400	44220000

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.”

ITEM NO.4:

TO APPROVE LOANS OR INVESTMENTS BY COMPANY EXCEEDING PRESCRIBED LIMITS:

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

The chairperson informed board regarding approval of loans or investments by company exceeding prescribed limits. Board discussed and approved the same and then passed the following Resolution unanimously:

“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 Rs.30,00,00,000 (Rupees Thirty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to

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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 : 06-09-2024

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.

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

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- 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 No.1

The Authorized Share Capital of your Company is presently Rs. 5,00,00,000/- divided into 50,00,000 Equity Shares of Rs.10/- each. In order to meet the requirement of long term capital fund, the Company proposed to meet its fund requirement by issue of equity shares. It is, therefore, considered appropriate to increase the Authorized Share Capital of the Company from existing Rs. 5,00,00,000/- to Rs.8,00,00,000/- by creation of additional 30,00,000 Equity Shares of Rs.10/- each. Pursuant to Provision of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the members is required for increasing the Authorized Share Capital of the Company by passing Ordinary resolution at General Meeting of the Members of the Company.

Accordingly, Directors recommend the Ordinary Resolutions as set out in the accompanying notice for approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relative is interested in above resolution.

Item No.2

Consequent to the increase in the authorized share capital as per item no. 1 of this notice, the Capital Clause of the Memorandum of Association of the Company is required to be suitably

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altered. Accordingly, pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013, the approval of the members is sought by way of Ordinary Resolution for alteration of the Capital Clause of the Memorandum of Association of the Company.

The Board of Directors recommends the Resolutions at Item No. 2 of the accompanying Notice for the approval of the Members of the Company as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relative is interested in above resolution.

Item No.3

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
Total number of shares or other securities to be issued	1,47,400 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	Discounted Cash Flow Method Based on Valuation report

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registered valuer Chartered Accountant	
Relevant date with reference to which the price has been arrived at;	31 st 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;	As per annexure A
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;	NIL
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	
		No. of Shares and Debentures held	% of shareholding	No. of Shares and Debentures held	% of shareholding
A	Promoters' holding:				
1	Indian :				
	Individual	30,000	3.56%	30,000	3.03%

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	Bodies Corporate	360000	42.72%	360000	36.36%
	Sub Total	390,000	46.28%	390,000	39.39%
2	Foreign Promoters	-	-		
	Sub Total (A)	390,000	48.28%	390,000	39.39%
B	Non – Promoters’ holding :				
1	Institutional Investors	-	-	-	-
2	Non – institution :				
	Private Corporate	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	320600	38.05%	423000	42.73%
	Others (Including NRIs)	132000	15.67%	177000	17.88%
	Sub – Total (B)	452600	53.71%	600000	60.61%
	GRAND TOTAL (A+B)	842,600	100.00%	990,000	100.00%

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.	Hiten Parekh	15000	4500000	1.52
2.	Rita Parekh	10000	3000000	1.01
3.	Hiten Parekh Huf	10000	3000000	1.01
4.	Parag Kothari	10000	3000000	1.01
5.	Hem Kothari	15000	4500000	1.52
6.	Shilpa Kothari	15000	4500000	1.52
7.	Jeel Kothari	10000	3000000	1.01
8.	Rahul Bhatia	45000	13500000	4.55
9.	Atul Devchand Shah	16600	4980000	1.68
10.	Darshana Atul Shah	800	240000	0.08



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Total	147400	44220000
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Item No.4

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.30 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. 2 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 : 06-09-2024

Regd. off:

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

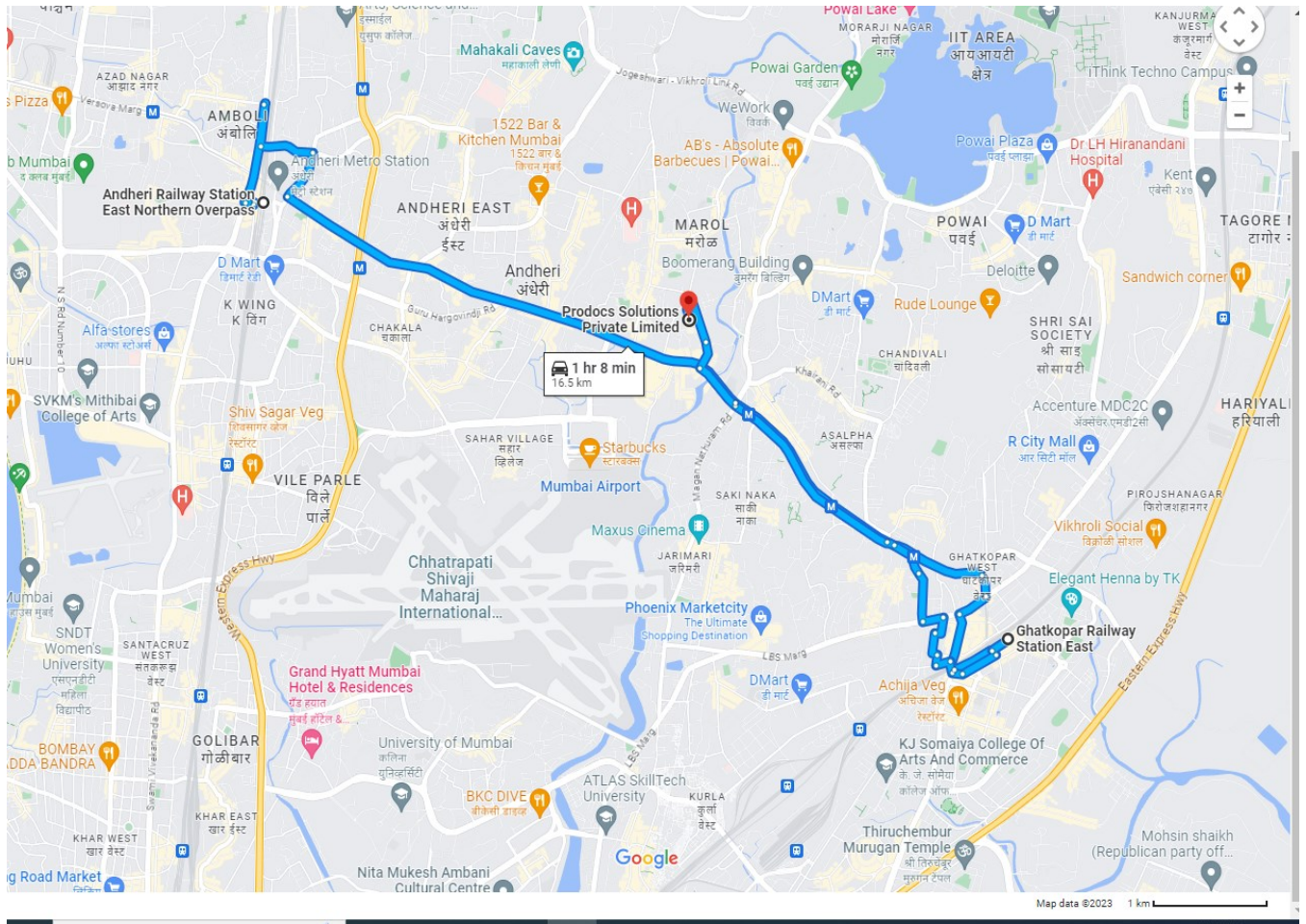
Nidhi Sheth

Managing Director

(DIN: 08386886)

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AGM Route MAP



Prodocs Solutions Private Limited
6/19 1st Floor Transmission House,
Compound NO 82 MIDC Nr M V Road,
Andheri East Mumbai -Mh 400059