

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 4/2024-2025 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 **Saturday, 14th September, 2024** at **11.00 a.m** for transacting the following business:

SPECIAL BUSINESS:

- 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. 1,65,00,000 /- (Indian Rupees One Crore Sixty Five Lakhs Only) for cash on a Preferential basis, to the below listed subscribers.

Sl. No	Proposed Allottees	No. of Equity shares	Amount (Rs.)
1	Rahul Bhatia	50000	15000000
2	Navin P Shah	5000	1500000
	Total	55000	16500000

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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.”

2. TO APPROVE INCORPORATION OF WHOLLY OWNED SUBSIDIARY IN USA:

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

“**RESOLVED THAT** consent of the members be and is hereby accorded pursuant to section 2(87), Section 179(3) and Section 186 read with rule 11 of the companies (Meetings of Board and its Power) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 a wholly owned subsidiary company be incorporated under the provisions of the United State of America.

FURTHER RESOLVED THAT the company be and is hereby authorized to Invest an amount not exceeding upto 50 crore (Fifty Crore) in the company to be incorporated in USA by subscribing 100% shares in the company

FURTHER RESOLVED THAT that the approval of the Shareholders be and is hereby accorded for appointment of Ms. Nidhi Sheth, as a nominee/ authorized representative of the Company & shareholder in the aforesaid wholly owned subsidiary and to hold therein minimum Shares as subscriber in the said company and authorized to sign the necessary documentation of the proposed Company on the behalf of holding Company.

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FURTHER RESOLVED THAT, Ms. Nidhi Sheth, Managing Director of the Company be and is hereby authorized to make application for availability of name, execute of necessary documentation in relation to incorporation of a Company as subscriber on behalf of the Company and any other deeds, documents and to do all such act deed and things on behalf of the Company as may be necessary incidental or required in this regard.

BY ORDER OF THE BOARD

Place : Mumbai

Date : 13-09-2024

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

1. **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.

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.

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- Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- 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

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 5) To Incorporate Company in USA
Total number of shares or other securities to be issued	55000 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
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;	1) 04-09-2024 : - 4 persons 32600 equity shares at a price of Rs. 300/- 2) 11-09-2024 : - 9 individuals and 1 HUF 147400 equity shares at price of Rs. 300/-
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.

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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	3.03%	30,000	2.87%
	Bodies Corporate	360000	36.36%	360000	34.45%
	Sub Total	390,000	39.39%	390,000	37.32%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	390,000	39.39%	390,000	37.32%
B	Non – Promoters' holding :				
1	Institutional Investors	-	-	-	-
2	Non – institution :				
	Private Corporate	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	458000	42.27%	523000	50.05%
	Others (Including NRIs)	132000	13.33%	132000	12.63%
	Sub – Total (B)	600000	60.61%	655000	62.68%
	GRAND TOTAL (A+B)	990,000	100.00%	1045000	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.	Rahul Bhatia	50000	15000000	9.09%
2.	Navin P Shah	5000	1500000	0.48%
TOTAL		55000	16500000	

Item No.2

Board recommended to incorporate a 100% wholly owned subsidiary in USA for expansion of work and smooth operation of the business and growth of the company. For that prior approval of the Shareholders by way of a Special Resolution is required.

Company will make 100% Investment in the company to be incorporated in USA by subscribing 100% shares in the company and become a Parent and Holding company.

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.

BY ORDER OF THE BOARD

Place : Mumbai

Date : 13-09-2024

Nidhi Sheth

Managing Director

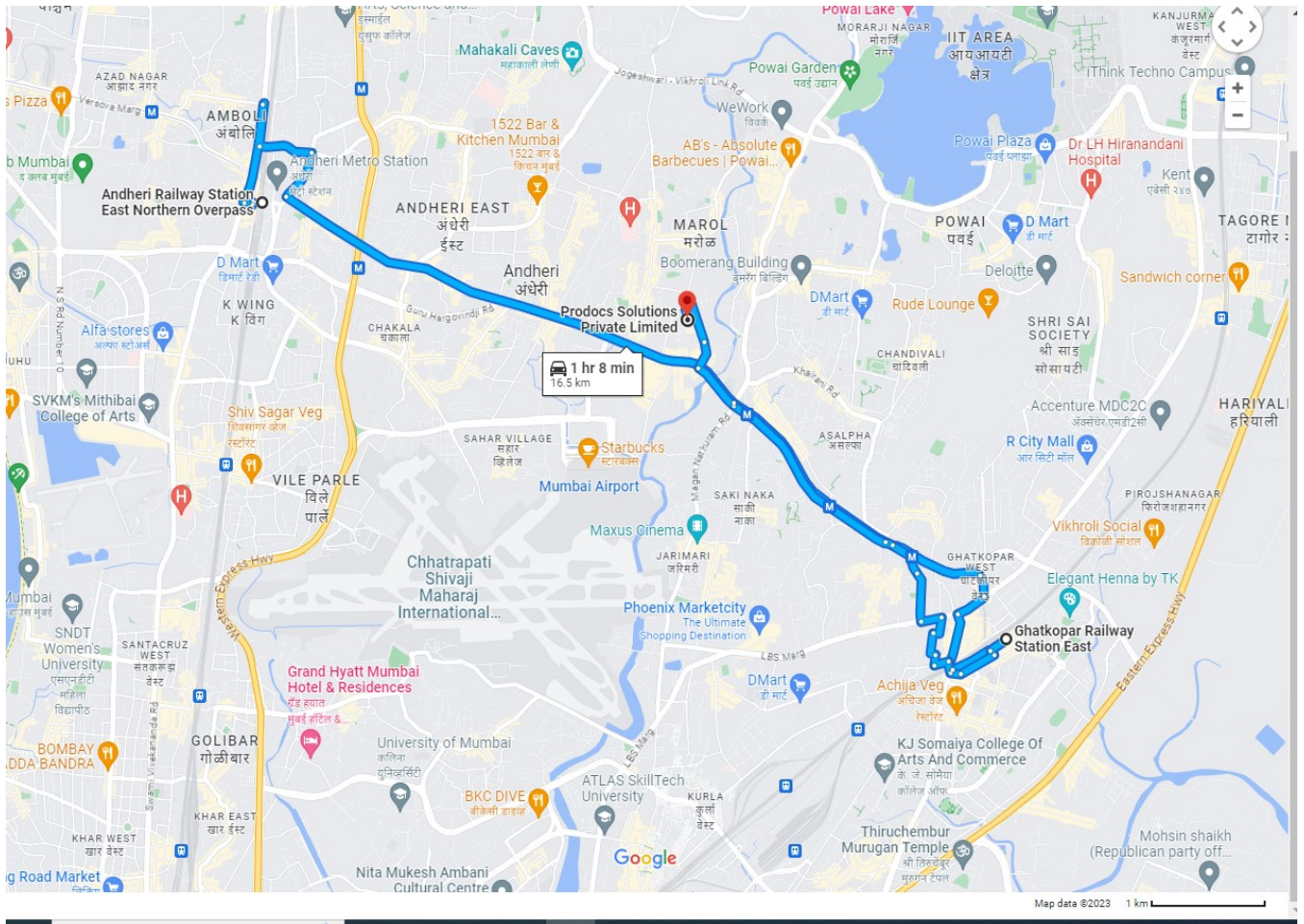
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EGM Route MAP



Prodocs Solutions Private Limited
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