

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 5/2024-2025 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 **Friday, 20th September, 2024** at **11.00 a.m** for transacting the following business:

SPECIAL BUSINESS:

1. REGULARISATION OF MR. ABHAY KAPASHI AS A 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. Abhay Kapashi, who was appointed as an Additional Non-Executive Director of the company, with effect from 16th September, 2024 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of this General Meeting, be and is hereby appointed as a Non-Executive Director of the company, who will be liable to retire by rotation, in the forthcoming annual general meeting of the company."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

2. REGULARISATION OF MR. PARESH BHATELIA AS A DIRECTOR OF THE COMPANY:

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

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“RESOLVED THAT Mr. Paresh Bhatelia, who was appointed as an Additional Non-Executive Director of the company, with effect from 16th September, 2024 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of this General Meeting, be and is hereby appointed as a Non-Executive Director of the company, who will be liable to retire by rotation, in the forthcoming annual general meeting of the company.”

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

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. 1,35,00,000 /- (Indian Rupees One Crore Thirty-Five Lakhs Only) for cash on a Preferential basis, to the below listed subscribers.

PRODOCS SOLUTIONS PRIVATE LIMITED

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Sl. No	Proposed Allottees	No. of Equity shares	Amount (Rs.)
1	Rahul Bhatia	45000	13500000
	Total	45000	13500000

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."

4. CONVERSION OF THE COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED:

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

"RESOLVED THAT pursuant to the provisions of Section 13,14,18 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and subject to the approval of such authorities as may be required, the consent of the members of the company be and is hereby accorded for the conversion of the company from "Private Limited" to "Public Limited" and consequently the name of the company be and is hereby changed from PRODOCS SOLUTIONS PRIVATE LIMITED' TO ' PRODOCS SOLUTIONS LIMITED' by deletion of the word "Private" from the name of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby

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accorded for substituting Clause I (Name Clause) of the Memorandum of Association of the Company with the following clause:

Clause I: "The Name of the Company is "PRODOCS SOLUTIONS LIMITED."

RESOLVED FURTHER THAT the word 'Private' wherever it appears in the name of Company in the Memorandum and Articles of Association of the Company, letter heads, name plates and at any other place including any registrations/certifications and at all the documents of the company be deleted/ got updated with the concerned authorities.

RESOLVED FURTHER THAT pursuant to the conversion of the Company to a "Public Limited" necessary alterations be made in the Articles of Association of the Company by deleting the restrictive clauses as are applicable for a "Private Limited Company".

RESOLVED FURTHER THAT any of the Director, of the company be and is hereby authorized to make applications, file forms etc. for change of status of the company and consequently its name with the Registrar of Companies office and is hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution and to take all such necessary steps to give effect to this resolution."

5. ALTERATION OF NAME CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT Clause 1 of the Memorandum of association of the Company be and is hereby read as follows:

1. "The Name of the Company is Prodocs Solutions Limited."

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary and expedient in this regard."

6. ALTERATION AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

PRODOCS SOLUTIONS PRIVATE LIMITED

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“RESOLVED THAT pursuant to provisions of Section 14, and any other applicable provisions, if any, of the Companies Act 2013, including any statutory modifications or re-enactments thereof, for the time being in force, and after getting the Board approval, the consent of the shareholders of the company be and is hereby accorded for alteration of Articles of Association of the Company by deleting the clause which are inconsistent and introducing the new clause and adopting a new set of articles of Association.

RESOLVED FURTHER THAT the Articles of Association of the company be altered, by replacing the old Articles by inserting new set of Articles.

RESOLVED FURTHER THAT any Director of the Company be and is empowered to execute and sign all the documents and to do all such acts deeds and things as may be incidental to and ancillary for giving effect to the resolution.”

BY ORDER OF THE BOARD

Place : Mumbai

Date : 19-09-2024

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.

PRODOCS SOLUTIONS PRIVATE LIMITED

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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 No.1 and 2

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Abhay Kapashi and Mr. Paresh Bhatelia as an Additional Director of the Company with effect from September 16,2024. In terms of the provisions of Section 161(1) of the Act, Mr. Abhay Kapashi and Mr. Paresh Bhatelia would hold office up to the date of the ensuing General Meeting.

The Board has recommended the appointment of Mr. Abhay Kapashi and Mr. Paresh Bhatelia as a Director (Non-Executive) of the company for approval of the shareholders.

Mr. Abhay Kapashi and Mr. Paresh Bhatelia are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Abhay Kapashi and Mr. Paresh Bhatelia are interested in the resolution proposed at item no. 1 & 2 of the Notice since it relates to their own appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1& 2 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.1&2 of the Notice for approval by the shareholders.

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 5) To Incorporate Company in USA
Total number of shares or other securities to be issued	45000 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 st March,2024
The class or classes of persons to whom the allotment is proposed to be	Individual

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made	
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/- 3) 16-09-2024 :- 2 Individuals 55000 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.

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:				

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1	Indian :				
	Individual	30,000	2.87%	30,000	2.75%
	Bodies Corporate	360000	34.45%	360000	33.03%
	Sub Total	390,000	37.32%	390,000	35.78%
2	Foreign Promoters	-	-	-	
	Sub Total (A)	390,000	37.32%	390,000	35.78%
B	Non – Promoters’ holding :				
1	Institutional Investors	-	-	-	-
2	Non – institution :				
	Private Corporate	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	523000	50.05%	568000	53.11%
	Others (Including NRIs)	132000	12.63%	132000	12.11%
	Sub – Total (B)	655000	62.68%	700000	64.22%
	GRAND TOTAL (A+B)	1045000	100.00%	1090000	100%

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	45000	13500000	12.84%
2.				
TOTAL		45000	13500000	

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Item No. 4

Your Company proposes to expand its business activities which require extra employment and investment of funds by the company into its different projects related to its business activities. In order to fulfill this requirement, the Board decided to raise funds by further issue of equity shares by way of IPO on SME Platform. Since the Company is a Private Limited Company it cannot raise money through IPO. Hence, it is desirable to convert the Company in to a Public Limited Company.

To convert the Company into a Public Limited Company, it is required to obtain the approval of the shareholders of the company in the general meeting of the company by way of Special Resolution.

Therefore, the resolution at Item no. 4 is recommended as Special Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution.

Item No.5

Consequent to the conversion of Private Company into Public Company, Clause 1 of the Memorandum of Association of the Company need to be altered as indicated in Item No. 3 of the Notice convening the Extraordinary General Meeting.

The Company was incorporated as a Private Limited Company on 12/3/2019. The Company is considering the proposal to list itself on the SME Stock Exchange. The Memorandum of Association of the Company should be in compliance with the provisions of the Companies Act, 2013. The Board of Directors of the Company has decided to alter the Memorandum of Association of the Company by amending the Name clause of the Company as per applicable law and as well as with the Companies Act, 2013. To amend name clause of Memorandum of Association, it is required to obtain the approval of the shareholders of the company in the general meeting of the company by way of Special Resolution.

A copy of the Memorandum and Articles of Association of the company together with the proposed alteration is available for inspection at the Registered Office of the company during the business hours on any working day.

Therefore, the resolution at Item no. 5 is recommended as Special Resolution.



PRODOCS SOLUTIONS PRIVATE LIMITED

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None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution.

Item No.6

The Company was incorporated as a Private Limited Company on 12/03/2019. The Company is considering the proposal to list itself on the SME Stock Exchange. The Articles of Association of the Company should be in compliance with the provisions of the Companies Act, 2013. The Board of Directors of the Company has decided to alter the Articles of Association of the Company by adopting the new set of Articles in place of the existing set of Articles to commensurate them with the various laws applicable to listed companies as well as with the Companies Act, 2013. To adopt the new set of Articles, it is required to obtain the approval of the shareholders of the company in the general meeting of the company by way of Special Resolution.

A copy of the Memorandum and Articles of Association of the company together with the proposed alteration is available for inspection at the Registered Office of the company during the business hours on any working day.

Therefore, the resolution at Item no. 6 is recommended as Special Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution.

BY ORDER OF THE BOARD

Place : Mumbai

Date : 19-09-2024

Regd. off:

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

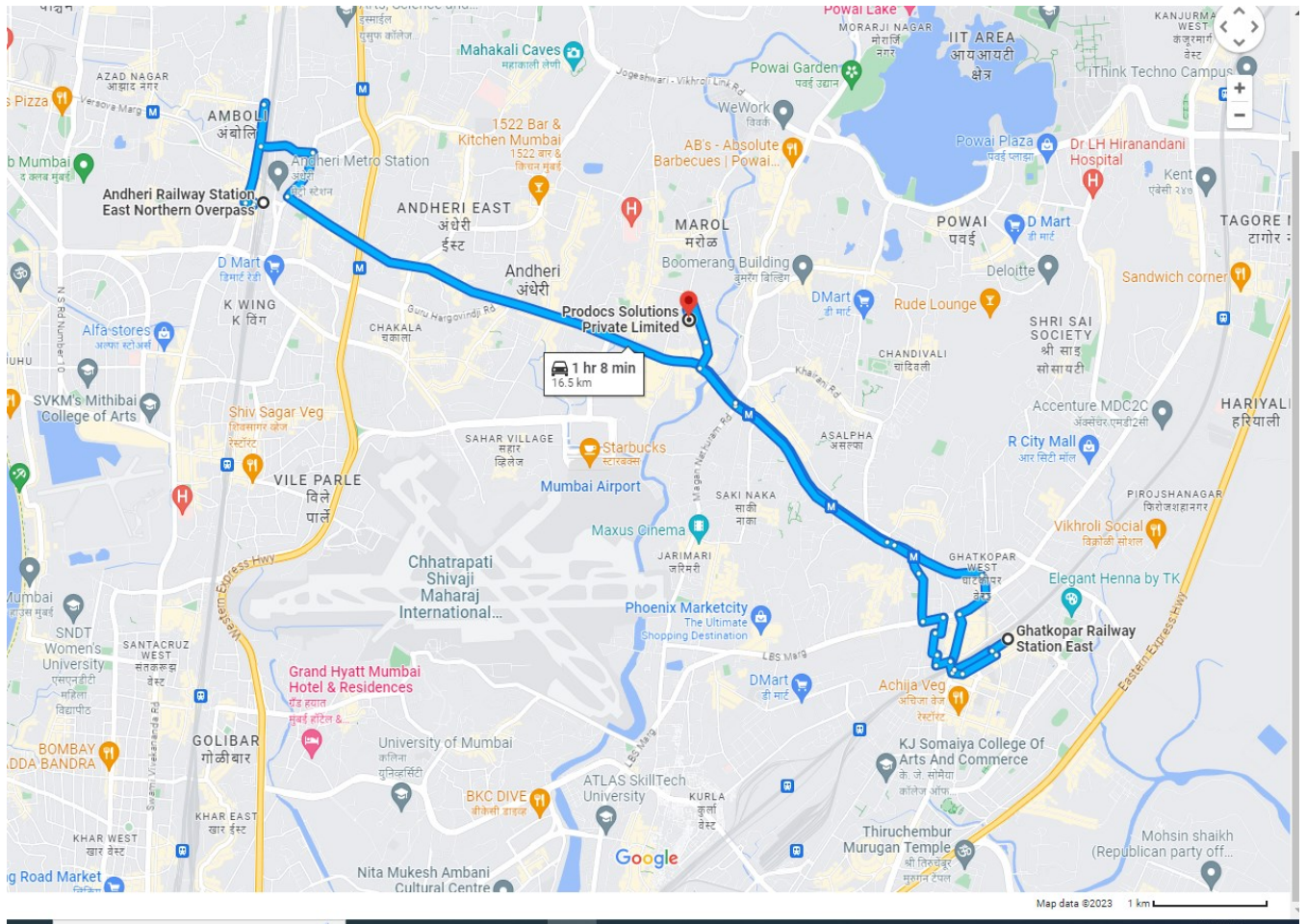
Nidhi Sheth

Managing Director

(DIN: 08386886)

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

AGM Route MAP



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