



PRODOCS SOLUTIONS 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: U72900MH2019PLC322408;

NOTICE

The 6/2024-2025 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, 20th January, 2025** at **11.00 a.m.** for transacting the following business:

SPECIAL BUSINESS:

1. REGULARISATION OF MR. HASMUKH MEHTA (DIN: 00344774) AS AN INDEPENDENT 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** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Members be and is hereby accorded Mr. Hasmukh Mehta (DIN: 00344774), who was appointed as an Additional Independent Director with effect from 18th December, 2024 and who holds office up to the date of this General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., up to 17th December, 2029;

"**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. SHASHIN KORADIA (DIN:00362410) AS AN INDEPENDENT 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Members be and is hereby accorded Mr. Shashin Koradia (DIN:00362410), who was appointed as an Additional Independent Director with effect from 18th December, 2024 and who holds office up to the date of this General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., up to 17th December, 2029;

"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. APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactments thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Director(s), to borrow any sum or sums of monies, as and when required, from time to time in any form without limitation, from any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company or by way of securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in

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such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 20 Crores (Rupees Twenty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium."

"RESOLVED FURTHER THAT any of the Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings 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."

4. **APPROVAL OF RELATED PARTY TRANSACTION:**

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

"RESOLVED THAT pursuant to Section 188 and applicable provisions of the Companies Act 2013 ("Act"), if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date as agreed by the board of directors of the company, approval of the shareholders of the Company be and is hereby accorded to enter into contract(s)/arrangement(s)/transaction(s) with parties as detailed in the table forming part of the Explanatory Statement, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during financial year 2025-26, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors.

Sr. No	Nature of the transaction as per Section 188 of the Companies Act, 2013	Name of the Director who is related and nature of their relationship	Name of Related Party	Amounts (Rs. In Cr.) Receipts
1.	Sales of Services	Manan Kothari	Edata Solutions Inc	51,00,00,000



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2.	Sales of Services	Manan Kothari	Edata Services Inc	76,00,000
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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the director of the Company thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

5. TO APPROVE INTITIAL PUBLIC OFFER.

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

“**RESOLVED THAT** pursuant to section 23, 62 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the enabling provisions of Memorandum and Article of Association of the Company, and subject to and in accordance with any other applicable laws or regulations in India, including without limitation, the provisions of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulation”) (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Recognised Stock Exchange(s) where the equity shares and/or other securities of the company are proposed to be listed on the Emerge platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarification issued thereon from time to time by Securities and Exchange Board of India (“SEBI”), Stock Exchange(s), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”), the Registrar of Companies (“ROC”) and/or any other competent authorities and all other appropriate applicable statutory and/or requirements, and subject to such approvals, consents, permissions, and conditions as may be prescribed by competent statutory and/or regulatory authorities granting such and subject to such conditions, agreed by Board of Directors of the company (herein after referred as “Board”) , consent of the member of the Company be and is hereby accorded to the company to issue, offer and allot equity shares of face value of INR 10/- each (“Equity Shares”) at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations and subsequent amendments thereto, by the Registered Valuer /Merchant Banker not exceeding 19,50,000/- Equity Shares as fresh issue including the issue and allotment of equity shares and/or other securities to Market Maker in accordance with the provisions of Regulation 261 of Chapter IX of SEBI ICDR Regulations and/or other applicable statutory and/or regulatory requirements to be issued, at par or at premium and for cash and other consideration on such terms and conditions as



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may be finalised by the Board (such issue referred to as “Public Issue/IPO”) and may finalise all the matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT such Equity shares may also be issued on pre-IPO placement basis (as defined under SEBI ICDR Regulation) or any category(ies) of person as may be permissible in accordance with SEBI ICDR Regulation and other applicable laws, regulations, policies and guidelines in such manners and on such terms as the Board and/or its committees in its absolute discretion may think most beneficial to the company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments and supplements thereto and generally do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the forgoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to forgoing.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed off by the Board to such person and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the company including offering or placing them with Banks/ Financial Institutions/ Investment Institution/ Mutual Fund/ Foreign Institutional Investors/ Body Corporates such other person or otherwise as the Board may in its absolute discretion decide subject to SEBI ICDR Regulations and other regulators, as applicable.

RESOLVED FURTHER THAT Over subscription to the extent of 1% of the Offer be retained for the purpose of rounding off while finalizing the basis of allotment.

RESOLVED FURTHER THAT the Board or company secretary be and are hereby severally authorised to finalize and execute the offer Document(s), forms of applications, appointment of Lead Manager (“LM”), Registrar to an Issue, Depository Participant, custodian, Legal Advisor to the issue, Market Maker, Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out /settle any question arising out of or in relation to the proposed issue, enter into standby arrangement with Brokers/Bankers /Merchant Banker/ for the whole or part of the issue and on such terms and conditions within the Board framework of parameters as prescribed by the concerned Authorities, and do all such acts, allotment and utilisation of the proceeds of the issue of Equity shares and further do all such acts, Deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the issue, allotment and utilisation of the proceeds of Equity shares and further do all such acts, deeds and documents, agreement and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring and further approval



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of the members and that all or any of the powers conferred on the company and the Board vide this resolution may be exercised by the Board or such committee thereof as the Board may constitute in this regard.

RESOLVED FURTHER THAT the Board or Company Secretary or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions to conform to those as may be approved by the SEBI or any other appropriate authorities/ and department(s) or the stock exchange(s).

RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or Company Secretary or a Committee constituted thereof be and is hereby authorized to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity Shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposal and terms of the Issue, including the price of the Equity Shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue and which may be acceptable to the Board and to decide the Basis of Allotment and, settle any question or difficulty that may arise in regard to the issue and allotment of the Equity Shares.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board or Company Secretary or such other Committee thereof as the Board may constitute in this regard, be and are hereby severally authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

RESOLVED FURTHER THAT

a. All monies received out of the Issue shall be transferred to a separate Bank Account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;

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- b. Details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- c. Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- d. The Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the amendments, as may be applicable in relation to the disclosure and monitoring of utilization of the proceeds of the issue.

RESOLVED FURTHER THAT the Board or Company Secretary be and are hereby severally authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Public Issue, including, without limitation, the following:

- a. constituting a committee for the purposes of the issue, offer and allotment of the Equity Shares, and other matters in connection with or incidental to the Public Issue ("IPO Committee");
- b. authorization to any director or directors of the Company, Key Managerial Personnel or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/her/ its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;
- c. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- d. appointing the Lead Manager(s) ("LM"), Market Makers, Underwriters(s), Legal Advisor (s), Registrar(s), Escrow Bank(s), Syndicate Member(s), Sponsor Bank and other intermediaries to the Public issue in accordance with the provisions of the SEBI ICDR Regulations and other applicable statutory and/ or regulatory requirements;
- e. seeking, if required, any approval, consent, no-objection or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents, no-objection or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;
- e. deciding the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Public Issue;
- f. approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the Lead Manager(s) ("LM"), in accordance with all applicable laws, rules, regulations and guidelines;

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- g. finalization of an arrangement for the submission of the draft prospectus to be submitted to the Stock Exchange for in principle approval;
- h. seeking the listing of the Equity Shares on any recognized stock exchange(s) in India, submitting the listing application to such Stock Exchange(s) and taking all actions that may be necessary in connection with obtaining such listing;
- h. filing prospectus with ROC, Stock Exchange and SEBI and/ or any other regulatory authorities;
- j. authorization the maintenance of a register of holders of the Equity Shares;
- k. finalization of the public announcement w.r.t. price band disclosure in consultation with the Book Running Lead Manager(s) and to give the public advertisement in the newspaper(s) as per the applicable provisions;
- l. finalization of the basis of allotment of the Equity Shares;
- m. finalization of the allotment of the Equity Shares on the basis of the applications received;
- n. acceptance and appropriation of the proceeds of the Public issue; and
- o. To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Public Issue;

RESOLVED FURTHER THAT the Board or Company Secretary be and are hereby severally authorised to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the Issue, offer or allotment of the equity shares in the Public Issue and the utilisation of the issue proceeds in relation to the expansion plans, acquisitions, working capital requirements, repayment of secured loans, capital expenditure, other corporate initiatives, or in any other manner it may deem fit, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue, appoint Book Running Lead Manager(s), Banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as It may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources



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as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and such new equity shares shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Board be and are hereby further authorised to delegate all or any of their powers herein conferred to a committee of directors to be constituted or the Chairman and/or any Director of the Company or Chief Financial Officer or Company Secretary of the Company to give effect to the aforesaid resolutions."

BY ORDER OF THE BOARD

Place: Mumbai
Date: 17-01-2025

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. The said Extra Ordinary General Meeting (EGM) is proposed to be held on shorter notice and relevant consent as required u/s 101 (1) of the Companies Act, 2013 has been obtained for holding the EGM on shorter notice.
2. **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



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- Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. A statement giving the relevant details of the Directors seeking appointment under Item Nos. 1&2 of the accompanying Notice, as required under Secretarial Standard (SS-2) is annexed herewith.
 4. 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.
 5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
 6. During this EGM, members may access the physical copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013.
 7. 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.
 8. Route-map to the venue of the Meeting is enclosed

Annexure to Item 1 & 2 of the Notice

Other Details of Directors, seeking appointment at the General Meeting as required under Secretarial Standard (SS-2) is given hereunder:

Name of the Director	Hasmukh Mehta	Shashin Koradia
Director Identification Number (DIN)	00344774	00362410
Date of Birth	09-11-1958	17-12-1958
Nationality	Indian	Indian
Date of Appointment on Board	18-12-2024	18-12-2024
Qualification	BCOM	BCOM,LLB
Shareholding in the Company	NIL	NIL

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Brief Resume	Mr. Hasmukh Mehta is a Commerce Graduate with more than 40 years of experience in field of finance and accounting. He also has experience in the field of GST related matters. He has huge experience in SME sectors including subsidies & licensing matters.	Mr. Shashin Koradia is a Commerce Graduate and law graduate with more than 38 years of experience in various services like legal advisory. He is expertise in Investment Banking & is expert in Capital market segments.
Details of remuneration sought to be paid	NIL	NIL
Nature of Expertise in Functional Areas	<ul style="list-style-type: none"> •Leadership/ Operational experience •Industry Experience, •Financial & Taxation •Corporate Governance 	<ul style="list-style-type: none"> •Leadership • Strategic Planning • Research& Development and Innovation • Finance & Accounting • Corporate Governance
Relationship with Other directors	He is not related to any Directors of the Company.	He is not related to any Directors of the Company.
List of Directorships held in other Companies	Avaneesh Trading Private Limited	Networth Tracker Solutions Private Limited Cirador Enterprises Limited

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. Hasmukh Mehta and Mr. Shashin Koradia as an Additional Director of the Company with effect from December 18, 2024. In terms of the provisions of Section 161(1) of the Act, Mr. Hasmukh Mehta and Mr. Shashin Koradia would hold office up to the date of the ensuing General Meeting and is eligible to be regularized as an Independent Director for the term upto 5 years.

The Board has recommended the appointment of Mr. Hasmukh Mehta and Mr. Shashin Koradia as an Independent Director of the company for approval of the shareholders.



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Mr. Hasmukh Mehta and Mr. Shashin Koradia 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. Hasmukh Mehta and Mr. Shashin Koradia are interested in the resolution proposed at item no. 1 & 2 of the Notice since it relates to their own appointment.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. Hasmukh Mehta and Mr. Shashin Koradia from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM. The Company has also received a declaration from Mr. Hasmukh Mehta and Mr. Shashin Koradia declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

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.

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.3

APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS UNDER SECTION 180 (1) (c) COMPANIES ACT, 2013

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the company. Hence, it is proposed to increase the maximum borrowing limits upto Rs. 20 Crores (Rupees Twenty Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, free reserves and Securities Premium at any one time except with the consent



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Regd. Office: 6/19 1ST FLOOR TRANSMISSION HOUSE, COMPOUND NO 82 MIDC, NR M V ROAD, ANDHERI EAST
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website: www.prodocssolution.com CIN: U72900MH2019PLC322408;

of the members of the Company in a general meeting. Accordingly, the Board recommends the special resolution set out at item no.3 for approval of members.

None of the other Director or Key managerial personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

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.4

APPROVAL FOR RELATED PARTY TRANSACTIONS:

Edata Solutions Inc and Edata Services Inc had been one of your Company's most important customers right from its inception. Both the companies contribute significantly to the Company's revenue and profits.

According to Companies Act 2013, Edata Solutions Inc and Edata Services Inc both are under the definition of related party. Hence the transaction with both the companies would be deemed to be related party transaction.

"Provided that a transaction of rendering of services, directly or through appointment of agent, with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Ten Percent of the Annual Turnover as per the last audited financial statements of the company."

All Material Related Party Transaction ('RPT') shall require approval of shareholders by means of an ordinary resolution.

Accordingly, the Company entering into transaction with Edata Solutions Inc amounting upto INR 51,00,00,000, which is exceeding 10% of annual turnover (INR Crores) of the Company as per the last audited financial statements of the Company, shall be considered as Material Related Party Transaction and as such will require the approval of the shareholders to enter into arrangements/transactions/contracts with the related party.

Further, the Company entering into transaction with Edata Services Inc amounting upto INR 76,00,000, which is not exceeding 10% of annual turnover (INR Crores) of the Company as per the last audited financial statements of the Company, shall not be considered as Material Related Party Transaction and as such will not require the approval of the shareholders to enter into



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arrangements/transactions/contracts with the related party. But for good corporate governance company has taken approval of the shareholders for the same.

Sr. No	Description	Details
	Details of Summary of information provided by the management	
a	Name of the related party	Edata Solutions Inc & Edata Services Inc
b	Name of the director or key managerial personnel who is related, if any;	Manan Kothari
c	Nature of relationship	Manan Kothari is a promoter of the company and promotor director of the Edata Solutions Inc & Edata Services Inc
d.	Type, material terms and particulars of the proposed transaction	Sales of Services
e.	Tenure of the Transaction	1 year
e.	Value of Transaction	51 crore and 76 lakhs respectively
f.	Percentage of the Annual turnover considering FY 2023-24 as the immediately preceding financial year, that is represented by the Value of Transaction	91% and 8.33 % is annual turnover for FY 2023-24 for Edata Solutions Inc & Edata Services Inc respectively.
2.	Justification for the transaction	Increase in Sales and revenue. The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis.
3.	Rationale / Benefit of the transaction and why this transaction is in the interest of the Company	Increase the Sales and generating revenue of the company .

The Board of Directors recommends passing of the resolution as set out in this Notice as Ordinary Resolution.

Item No.5

TO APPROVE INTITIAL PUBLIC OFFER.

The Company wants to expands its business so that optimum utilisation of available resources are possible for this purpose the company wants to raise funds from the public and deployed in the business which can result into the growth of the company at large scale.



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None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

BY ORDER OF THE BOARD

Place: Mumbai

Date :17-01-2025

Regd. off:

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

Nidhi Sheth

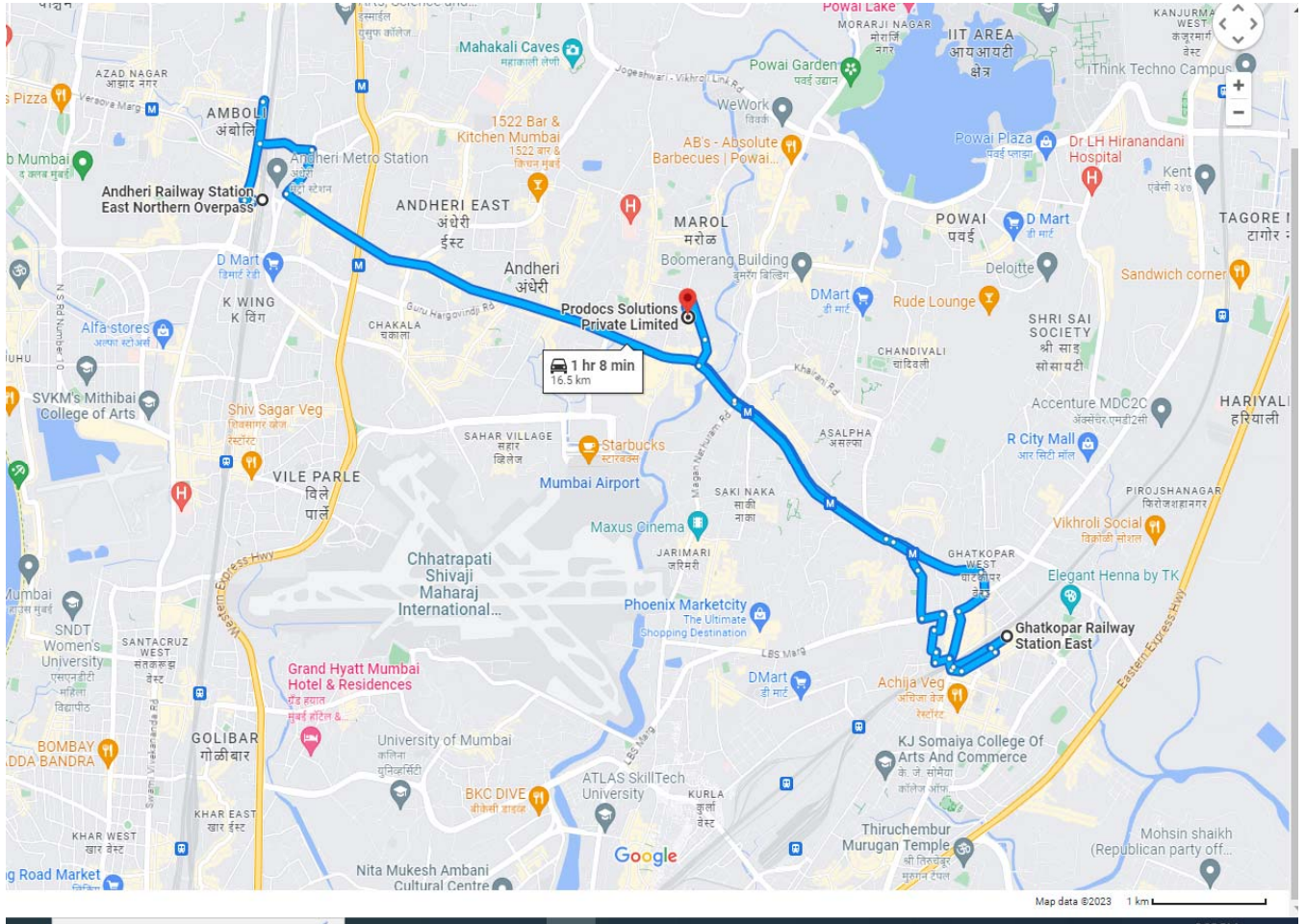
Managing Director

(DIN: 08386886)

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EGM Route MAP



Prodocs Solutions Limited

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Compound NO 82 MIDC Nr M V Road,
Andheri East Mumbai -Mh 400059