

PRODOCS SOLUTIONS PRIVATE LIMITED

Regd. Office 613/B, Mangal Aarambh, Kora Kendra R M Bhattad Road, Borivali (West), Mumbai,
MH 400092 ; CIN: U72900MH2019PTC322408

NOTICE

The 1st Annual General Meeting of Prodocs Solutions Private Limited will be held on **Thursday, the 31st day of December, 2020** at **05.00 p.m.**, at 613/B, Mangal Aarambh, Kora Kendra R M Bhattad Road, Borivali (West), Mumbai-400092 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2020, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.
2. **To appointment as Statutory Auditor 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 provision of section 139 of the Companies Act 2013 (as amended or reenacted from time to time) and other applicable provision of the companies Act 2013 and considering the recommendations made by the Audit Committee (mentioned only if applicable), the consent of the shareholders be and is hereby accorded for M/s Dinesh Patel & Associates, Chartered Accountants for appointment as the statutory auditor of the company from the first Annual General Meeting till the conclusion of the fifth Annual General Meeting , at a remuneration to be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, filing and things which may deem necessary in this behalf.

SPECIAL BUSINESS

3. **To Regularize Mr. Bhadresh Shah (DIN:08028036) 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. Bhadresh Shah (DIN:08028036), who was appointed as an Additional Director of the company, with effect from 16th July ,2020 by the Board of Directors of the Company under Section 161 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 Non-Executive ,Independent Director of the company.”

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"**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Directors 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."

4. To exempt the Auditors of the company to attend the Annual General Meetings:

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 Section 146 of the Companies Act, 2013 and other applicable provisions, if any, consent of members of the company be and is hereby accorded to the Board of Directors to consider giving exemption to the Auditors of the company to attend the General Meetings."

5. APPROVAL OF TRANSACTIONS AS SPECIFIED UNDER SECTION 186 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** 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.7,00,00,000 (Rupees Seven Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to 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 authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and

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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: 04-12-2020

Nidhi Sheth

Director

(DIN: 08386886)

Regd. off:

613/B, Mangal Aarambh, Kora Kendra
R M Bhattad Road, Borivali (West),
Mumbai-400092

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.
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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.3

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. Bhadresh Shah as an Additional Director of the Company with effect from July 16,2020. In terms of the provisions of Section 161(1) of the Act, Mr. Bhadresh Shah would hold office up to the date of the ensuing General Meeting.

The Board has recommended the appointment of Mr. Bhadresh Shah as a Director (Non-Executive, Independent) of the company for approval of the shareholders.

Mr. Bhadresh Shah is 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. Bhadresh Shah is interested in the resolution proposed at item no. 3 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.3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

Item No.4

As per section 146 of the Companies Act,2013, consent of the members is required for exempting the Auditors of the Company to attend the General Meetings.

The Board recommends this resolution for the approval of the members as an Ordinary Resolution.

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.3 of the Notice.

Item No.5

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.

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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.7 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.5 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. 5 of the accompanying notice. The Board recommends the resolution at Item no.5 to be passed as Special Resolution.

BY ORDER OF THE BOARD

Place : Mumbai

Date : 04-12-2020

Nidhi Sheth

Director

(DIN: 08386886)

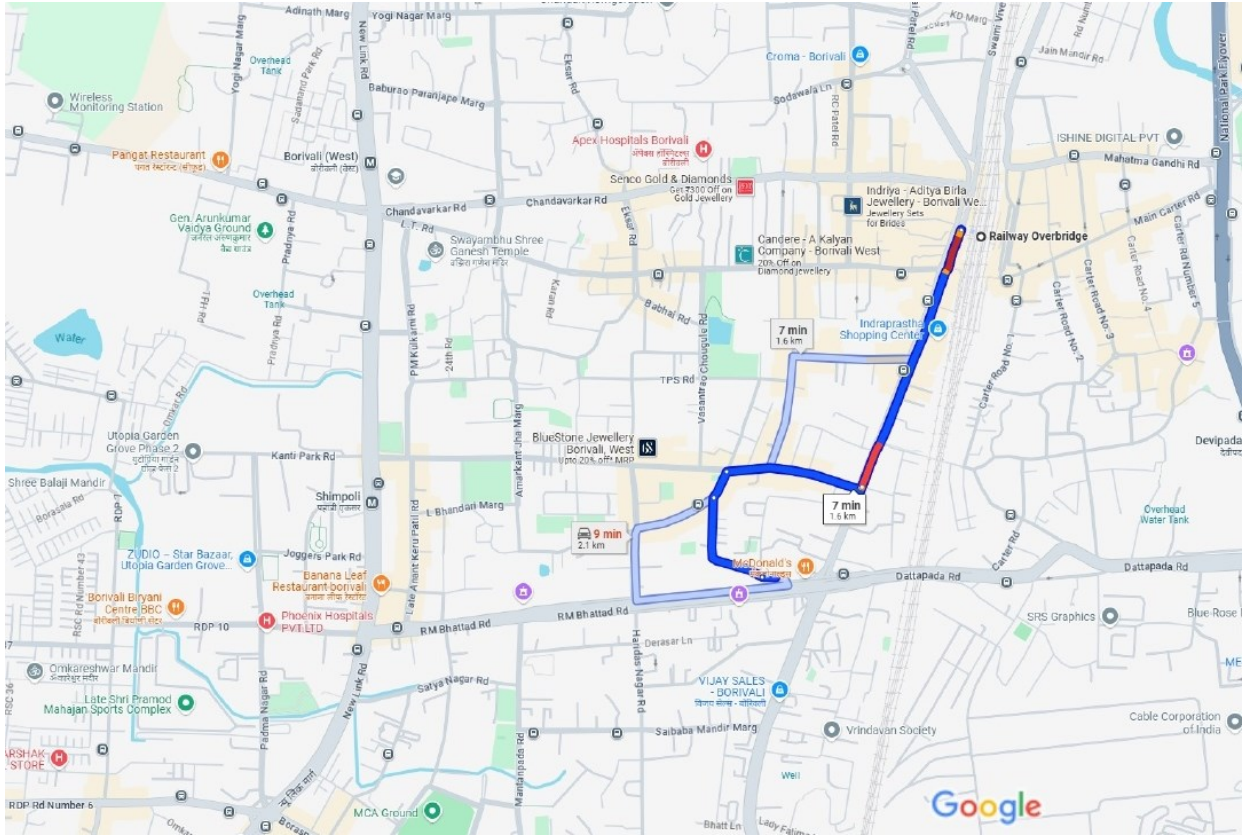
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AGM ROUTE



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FORM No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member (s) Registered Address: Email Id: Folio No/ Client Id:..... DP ID:.....

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:.....
E-mail Id:
Signature:....., or failing him
2. Name:
Address:.....
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Annual general meeting of the company, to be held on the 31st day of December, 2020 at 05.00 p.m., at 613/B, Mangal Aarambh, Kora Kendra R M Bhattad Road, Borivali (West), Mumbai-400092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No.	Resolutions
	Ordinary Business
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31 st March, 2020, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.
2.	To appointment as Statutory Auditor of the Company
3.	To Regularize Mr. Bhadrash Shah as a Director of the Company.
3.	To exempt the Auditors of the company to attend the Annual General Meetings
4.	Approval Of Transactions As Specified Under Section 186 Of The Companies Act 2013

Signed this.....day of.....2020.

Signature of the Shareholder.....

Signature of Proxy holder (s).....

Affix Re.1.
Revenue
Stamp
Stamp

NOTE: This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.