



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 2/2025-2026 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, 23rd August, 2025 at 11.30 a.m** for transacting the following business:

SPECIAL BUSINESS:

APPROVAL FOR PROVIDING GUARANTEE UNDER SECTION 185 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 185 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) on the recommendation of the Board and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors to provide a corporate guarantee in connection with the loan facility availed by Arham Diamonds Trading Private Limited , a company incorporated under Companies Act 2013 having its registered office address at 303 A, Third Floor, Relcon House Premises, Mahatma Gandhi Road, Vile Parle (East), Mumbai-400 057 (hereinafter referred to as ‘Arham Diamonds’), in which Mr. Abhay Kapashi (DIN: 08780739), Director of the Company is interested.

RESOLVED FURTHER THAT the loan to be granted to M/s Arham Diamonds Trading Private Limited be secured by way of a mortgage/charge on the self-occupied residential property of Mr. Abhay Kapashi (DIN: 08780739), Director of the Company, located at Flat No. 701, 7th Floor, NAV Chetna Apartment, SV Road Cross, Juhu Road, Santacruz West, Mumbai – 400054, Maharashtra

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or



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rescinded by the Board and a new resolution is passed by the members in this connection, considering then financial performance of the Company.

RESOLVED FURTHER THAT the corporate guarantee shall be extended solely for the business purposes of the Company in which Mr. Abhay Kapashi (DIN: 08780739), Director of the Company, is interested, and the guarantee shall not be for the personal benefit of any director, ensuring compliance with Section 185 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the director of the Company be and is hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the guarantee, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto;

RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby authorized to sign and certify the copy of this resolution as may be required and and filing the same with the Registrar of Companies, Mumbai or any other authorities concerned through prescribed form or e-form to give effect to this resolution.”

BY ORDER OF THE BOARD

Place : Mumbai

Date : 01-08-2025

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



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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.

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

Item No.1 Approval for providing Corporate Guarantee under Section 185 of the Companies Act, 2013

The Board of Directors of the Company, on the recommendation of the Audit Committee, proposes to provide a corporate guarantee in connection with the loan facility availed by Arham Diamonds Trading Private Limited ("Arham Diamonds"), a company incorporated under the Companies Act, 2013, having its registered office at 303 A, Third Floor, Relcon House Premises, Mahatma Gandhi Road, Vile Parle (East), Mumbai – 400 057.

As per the provisions of Section 185 of the Companies Act, 2013, a company is generally prohibited from providing loans, guarantees, or security in connection with loans to its directors



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or to any other company in which the director is interested, unless such transactions fall within the specified exemptions or are approved by the members of the Company by way of a special resolution.

In the present case, Mr. Abhay Kapashi (DIN: 08780739), Director of the Company, is interested in the transaction solely because the corporate guarantee will be extended for the business purposes of Arham Diamonds. The transaction is not for the personal benefit of any director, and it is intended to support the business operations of Arham Diamonds, which is engaged in legitimate business activities.

The corporate guarantee will be provided on such terms and conditions as the Board may deem fit, and the Board will ensure that the same is in compliance with Section 185 of the Companies Act, 2013. This approval, if granted by the members, will remain in effect until amended or rescinded by the Board by passing a subsequent resolution in this regard, taking into account the financial position and performance of the Company at that time.

None of the Directors, except Mr. Abhay Kapashi, is interested or concerned in the resolution.

The Board of Directors recommends the resolution for your approval.

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 : 01-08-2025

Nidhi Sheth

Managing Director

(DIN: 08386886)

Regd. off:

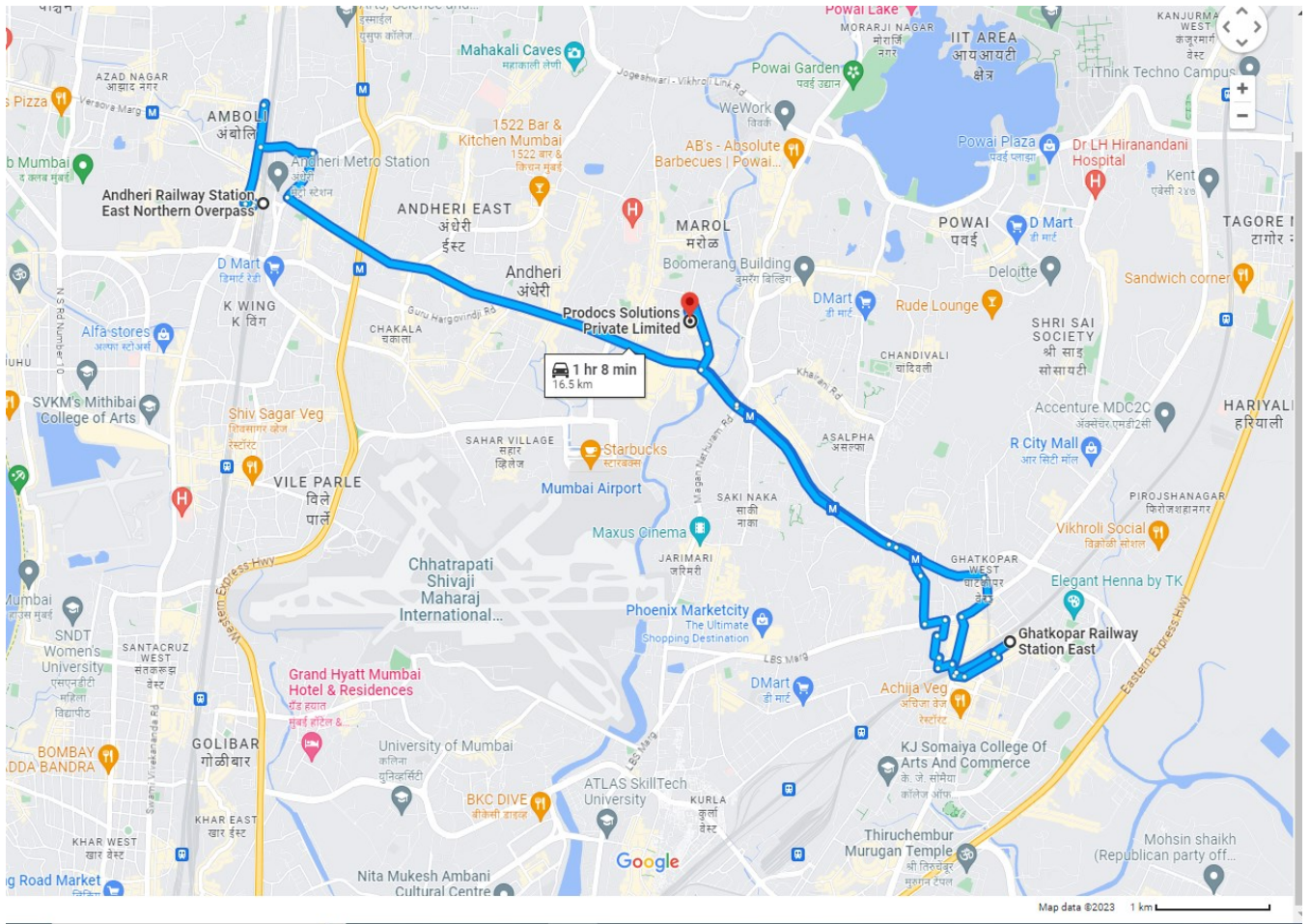
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EGM Route MAP



Prodocs Solutions Limited

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

- Name:
Address:.....

.....
E-mail Id:
Signature:....., or failing him

- 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 2/2025-2026 Extra Annual General Meeting of the Company, to be held on **Saturday, 23rd August, 2025** at 11.30 a.m., at 6/19 1st Floor Transmission House, Compound N0 82 MIDC, NR M V Road, Andheri East Mumbai -400059 and at any adjournment thereof in respect of such resolutions as are indicated below:.

Sr No.	Resolutions
	Special Business
1.	Approval For Providing Guarantee Under Section 185 Of The Companies Act, 2013

Signed this.....day of.....2025.
Signature of the Shareholder.....
Signature of Proxy holder (s).....

Affix Re.1. Revenue Stamp Stamp
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NOTE: This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting