

SNS PROPERTIES AND LEASING LIMITED

Regd. Office: Unit 204 Plaza P-3 Central Square 20 Manohar Lal Khurana Marg, Bara
Hindu Rao, Delhi Sadar Bazar, North Delhi, Delhi-110006

CIN: L65922DL1985PLC020853

[E-Mail: sns.prop.ltd@gmail.com] [Tel. No. 9810935042] [Website: www.snsind.com]

NOTICE

NOTICE is hereby given that the **38th** Annual General Meeting of the Members of the Company will be held on Tuesday, the 13th day of August, 2024 at 04:00 P.M. through Video Conferencing (VC)/Other Audio Visual Mode (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Prakash Chandra Pareek (DIN: 01507921), who retires by rotation and being eligible offers himself for re-appointment and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prakash Chandra Pareek (DIN: 01507921), who retires by rotation from the Board of Directors and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and whose office shall be liable to retire by rotation.”

3. To appoint Auditor and to fix their remuneration and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Alok Basudeo & Co., Chartered Accountants (Firm Registration No. 007299C), be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 43rd (Forty Third) Annual General Meeting of the Company, at such remuneration in addition to reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the Auditor.”

SPECIAL BUSINESS:

4. To regularize the appointment of Additional Director, Mr. Sushant Jain (DIN: 07325126), as a Director (Non-Executive) of the Company and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of the Section 149 & 152 of the Companies Act,2013 Mr. Sushant Jain (DIN: 07325126), who was appointed as an Additional Director (Non-Executive) in Board Meeting held on 20th July, 2024 who shall hold office upto the date of ensuing General Meeting or for a period of three month whichever is earlier and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

“RESOLVED FURTHER THAT Board of directors of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.”

5. To regularize the appointment of Additional Director, Mr. Prashant Khandelwal (DIN: 00482137), as a Director (Non-Executive) of the Company and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of the Section 149 & 152 of the Companies Act,2013 Mr. Prashant Khandelwal (DIN: 00482137), who was appointed as an Additional Director (Non-Executive) in the Board Meeting held on 20th July, 2024 who holds office upto the date of ensuing General Meeting or for a period of three month whichever is earlier and who is eligible for appointment and has consented to act as Director (Non-Executive) of the Company be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

“RESOLVED FURTHER THAT Board of directors of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

6. To Amend the Object Clause of the Memorandum of Association of the Company and in this regard, 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 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders be and is hereby

accorded to replace the existing sub-clauses with the following sub clauses of clause III (A) of the Memorandum of Association of Company:

1. To carry on the business, whether within or outside India, of consulting, advising, collection, segregation ,transportation, trading, processing, composting, recycling, treatment disposal and management of all types of waste (whether solid, liquid or gaseous substances) and including municipal solid waste, electronic waste (e-waste), construction and demolition debris, bio-medical waste, hazardous waste, sewage, waste water etc undertake use, sale, marketing and/or distribution of all products and by-products that are generated in the process of treatment or disposal of waste and waste products.
2. To carry on the business of washing and granulation facilities for all kind of waste and waste products, mechanical recycling and extraction or dissolution/precipitation of waste products and to engage in such activities which provide sustainable, efficient and affordable Waste management system for the citizens and general public.
3. To develop, construct, operate and/or maintain/ manage processing facilities for all types of waste and waste products including composting plants, landfills and sewages treatment plants, waste water treatment plants, incinerators, electronic waste processing plants and to also undertake development, marketing, purchase, sale and/or trading of financial instruments that would enable the financing of waste collection, treatment or processing projects (including carbon emission receipts (CERS)and any other related activities.
4. To initiate, undertake, carry on the business of research and development, experiments, investigations, inquiries, studies, projects, analysis, examinations, surveys and test of various kinds of Recyclable products like waste material, glass, paper, cardboard, metal, plastic, tires, textiles etc. Research and development includes experiments, investigations on irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system, landfill management system, disposal facility management or any other public facility of similar nature and to consolidate the efforts towards implementation of various programmes and projects for improvement and enhancement of Waste Management System.
5. To formulate and implement strategies, objectives, plans, guidelines systems, production systems and procedures for protecting the health and well being of the people and the natural environment by providing reasonable measures for reducing, re-using, recycling, recovery, treatment, disposal, use, control and management of material waste to prevent pollution and ecological degradation preventing epidemics and nurture a broad outlook and attitude among the people of the State by inculcating in them a sense and culture of health and environmental sanitation through self sustained sanitation programmes and to provide support for capacity building to various stakeholder groups for their participation in the water supply & sanitation activities and undertake Information, Education & Communication activities to encourage community participation in the sector.
6. To undertake or engage in such activities which strengthen the Government policies to effectively manage the waste and achieve circular economy.

7. To undertake digital solutions for data collection and implementation of waste management for better transparency in processes, systems and supply chains by evolving Cloud platforms, monitoring systems, and IoT devices can ensure better visibility of waste planning processes and operations like Invention of Smart Waste Bins and ability to turn waste into energy, using technology to recycle precious metals, pneumatic tubes powered by air compressors are used to create vacuum suction to empty garbage bins, Anaerobic Digestion, cloud-based solution.

“RESOLVED FURTHER THAT Mr. Prakash Chandra Pareek (DIN: 01507921), Director of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly.”

7. To make loan(s) / give guarantee(s) / provide security(ies) in connection with loan(s) made / acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate and in this regard, 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 185 and Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers), Rules, 2014 and such other provisions, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board'), which term shall be deemed to include, unless the context otherwise, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to make loan(s,) including any loan represented by a book debt and / or give guarantee(s) / provide any security(ies) in connection with the loan(s) made or loan taken by any entity ,subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) or give any guarantee or provide any security in connection with any loan taken by any entity or which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) in their absolute discretion deem beneficial and in the interest of the Company, in excess of 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, upto (i) maximum amount of Rs. 100 Crores (Rupees One hundred crores only), if the investments / acquisitions, loans, guarantee, securities to be provided along with the Company's existing investments, loans, guarantee or securities are in excess of the limits prescribed under Section 186 aforesaid or (ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.”

“RESOLVED FURTHER THAT the Board of Directors or any committee thereof, be and are hereby authorised to do all such acts, deeds and matters including but not limited to making requisite filings with Ministry of Corporate Affairs, Reserve Bank of India, Stock Exchanges or any other

statutory / regulatory bodies, in India or abroad, as the case may be, from time to time, that may be required in connection with the above resolution.”

8. To consider and increase the Borrowing Powers of The Company u/s 180(1)(c) of the Companies Act, 2013 and in this regard, 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 180 (1) (c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money from banks/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) shall not exceed an amount of Rs. 100 Crores (Rupees One Hundred Crores) exclusive of interest.

“**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

9. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company u/s 180(1)(a) Of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED THAT** authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the

undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 100 Crores (Rupees One Hundred Crores) at any point of time.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

10. To Increase the Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and considering the earlier approved sub-division of the shares, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 5,00,00,000 (Rupees Five crore) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each (Rupees Ten each) with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all

necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 11: To appoint Mr. Prakash Chandra Pareek (DIN: 01507921) as Managing Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company in their meeting held on July 20, 2024 (hereinafter referred to as the “Board” which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof), and subject to completion of the necessary statutory formalities, if any, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Prakash Chandra Pareek (DIN: 01507921) as the Managing Director, a Key Managerial Personnel of the Company, for a period of 5 (five) years with effect from July 20, 2024, liable to retire by rotation, on the terms and conditions of appointment as detailed in the explanatory statement to the Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place : New Delhi
Date : 20.07.2024

By order of the Board
For SNS Properties And Leasing Limited

Regd. Office : Unit 204 Plaza P-3 Central
Square 20 Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi-110006

Sd/-
(ADHISH SWAROOP)
Company Secretary
ACS 16034

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the **Unit 204 Plaza P-3 Central Square 20 Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006.**
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
3. Participation of members through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
4. The Register of Members and Share Transfer Books of the Company will remain closed from, 07th August, 2024 to 13th August, 2024 (both days inclusive) for the purpose of Annual General Meeting.
5. **Since, the Company’s shares are in compulsory demat trading, to ensure better services, and elimination of risk of holding shares in physical form, we request our shareholders holding shares in physical form to dematerialize their shares at the earliest.**
6. Members are hereby informed that SEBI vide its Circular No.SEBI/HO/ MIRSD/ MIRSD_RTAMB/ P/ CIR/2021/ 655 dated November 3, 2021 read together with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated for furnishing / updating PAN, KYC details (Address, Mobil No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. Therefore, you are requested to fill the form ISR-1, ISR-2, ISR-3, Form No. SH-13 and Form No. SH-14 (As applicable) annexed with this Notice and Directors Report and send back to us.
7. Members holding shares in dematerialized form are requested to notify change in address/bank account, if any, to their respective Depository Participants (DPs). Members must quote their Folio Number/ De-mat Account No. (Client Id) in all correspondence with the Company and /or R&T Agent. The Company, in case of dematerialized shares, will not entertain any direct request from such members for change of address, transportation of names, deletion of name of deceased joint holder and change in the bank account details.
8. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of the meeting.

9. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during office hours up to the date of the Annual General Meeting.
10. The Notice of AGM along with Annual Report for F.Y. 2023-24, is available on the website of the Company at www.snsind.com, on the website of Stock Exchange i.e., Metropolitan Stock Exchange at <https://www.msei.in/> and on the website of CDSL at www.cdslindia.com.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the **Company's Registrar and Share Transfer Agent (RTA), M/s. Skyline Financial Services Private Limited** at admin@skylinerta.com mentioning their folio no., name of shareholder, address and email id along with a self-attested copy of PAN card.

Further, to support "Green Initiative", members are requested to provide their Email ID for service of documents through electronic mode in future.

12. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participant(s).
13. In compliance with MCA Circulars and SEBI Circulars dated 5th January, 2023, 13th May, 2022 and 12th May, 2020 (collectively referred to as "**SEBI Circulars**") the Annual Report for F.Y. 2023-24 comprising of Financial Statements (including Board's Report, Auditors' report or other documents required to be attached therewith) and Notice of 38th AGM are being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s).
14. Nomination facility is available to the members in respect of shares held by them. Members holding Shares in physical form may obtain the nomination forms from the Company's Registrar and Share Transfer Agent. Members holding Shares in electronic form may obtain the nomination form from their respective Depository Participants.
15. A remote e-voting facility for the members shall also be provided in terms of section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
16. M/s Hemant Kumar Sajnani & Associates, Company Secretary in Practice, having membership no. F7348 have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent matter (including ballot forms, if any). The Scrutinizer shall within two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Management of the Company.
17. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the conclusion of the AGM. The results declared along with the

Scrutinizer's report shall be placed on the Company's website www.snsind.com and on the website of CDSL and communicated to the Stock Exchanges.

18. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, applicable Secretarial Standards, Regulation 44 of the SEBI Listing Regulations and MCA & SEBI Circulars, **the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted at the AGM and facility of casting vote through e-voting system during the AGM to the Members participating in the AGM.** Necessary arrangements have been made by the Company with NSDL for providing facility of voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.

Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-Voting"). Further, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-Voting will be able to vote at the Meeting.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: From 9:00 A.M. on 10th August, 2024

End of remote e-voting : Up to 5:00 P.M. on 12th August, 2024

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

The Cut-off date for the purpose of remote e-voting and e-voting at the Annual General Meeting is Tuesday, August 06, 2024.

Instructions relating to the process and manner for voting electronically are mentioned below:

Step 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins from 10th August, 2024 at 9:00 A.M. and ends on 12th August, 2024 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06th of August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in Demat mode with **CDSL Depository**

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
- 5) After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>4) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:
- 7)

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to

Details	login.
OR	
Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format

in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sns.prop.ltd@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

General Guidelines for shareholders

1. Institutional shareholders/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sajnanihemant09@gmail.com with a copy marked to Company at sns.prop.ltd@gmail.com and to CDSL at evoting@cdslindia.com.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.cdslindia.com. to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.cdslindia.com. or send a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

4. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

5. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

6. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

7. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

19. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may gain access by following the process mentioned in

Step 1: Log-in to CDSL e-Voting system. After successful login, Members should click on the "VC/OAVM link" placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVSN of the Company is displayed.

3. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/ask questions at the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker and may send their questions by sending their request from registered e-mail id- mentioning their name, DP ID and Client ID / Folio number and mobile number, so as to reach the Company's email address sns.prop.ltd@gmail.com at least 48 hours in advance before the start of the AGM. The same will be replied by the Company suitably.

6. Only those Members who have registered themselves as a speaker shall be allowed to express their views/ ask questions during the AGM, depending upon the availability of time.

7. The Company reserves the right to restrict the number of speakers at the AGM.

20. OTHER INSTRUCTIONS:

1. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again. Once a vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

2. The voting rights of the shareholders (for voting through remote e-voting or e-voting at AGM) shall be in proportion to their shares of the paid-up equity share capital of the Company as on 06th August, 2024 (i.e. the "Cut-Off Date").

3. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

4. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after 21/06/2024 for CDSL & 12/07/2024 for NSDL & Physical i.e. **BENPOS date** considered for dispatch of the notice and holding shares as on the cut-off date i.e. 06th August, 2024, may obtain the login ID and password by sending a request at [evoting@cdslindia.com/](mailto:evoting@cdslindia.com) to Company at [sns.prop.ltd@gmail.com/](mailto:sns.prop.ltd@gmail.com) its RTA at admin@skylinerta.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting@cdslindia.com or call on Toll Free No. 1800 22 55 33.

5. In case of Individual Shareholders holding shares in demat mode who acquire shares of the Company after BENPOS date and are holding shares as on the Cut-off Date i.e. 06th August, 2024, may follow steps mentioned in the Notice of the AGM under "**Step 1: Log-in to CDSL e-Voting system**".

6. Mr. Hemant Kumar Sajani, Practising Company Secretary (Fellow Membership No. 7348 and Certificate of Practice No.-14214) has been appointed as the Scrutinizer to scrutinize the e-voting process (remote e-voting and e-voting at AGM), in a fair and transparent manner and the Scrutinizer has given his consent for appointment.

7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those members who are present at the AGM through VC/ OAVM but have not cast their votes by availing the remote e-voting facility.

8. The Scrutinizer shall after the conclusion of voting at the AGM, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him, within 2 working days of conclusion of the meeting. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: www.snsind.com and on the website of CDSL at www.evoting@cdslindia.com. The result will simultaneously be communicated to the Metropolitan Stock Exchange of India Limited (MSEI).

9. The Scrutinizer, appointed by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner, shall within a period of not exceeding two (2) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Management of the Company.

10. The Results shall be declared within 2 days of Annual General Meeting of the Company. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.snsind.com and communicated to the Metropolitan Stock Exchange of India Limited.

11. Pursuant to Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company is allowed to send the Notice of General Meetings through electronic mode to their Members. The Members are requested to support this initiative of paperless compliance by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar & Transfer Agent- Skyline Financial Services (P) Ltd, New Delhi by sending an E-mail to admin@skylinerta.com or with the Company at sns.prop.ltd@gmail.com (in case of shares held in physical form).

12. The Notice & Annual Report of the Company circulated to the members, will also be made available on the Company's website at www.snsind.com

13. As required under SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of director seeking re-appointment under Item No. 2 of this Notice are as below:

Particulars Item No. 02

Name of the Director	Mr. Prakash Chandra Pareek (Director & CFO)
DIN	01507921
Date of Appointment on the Board	13.10.2023
Age (years)	52 Years
Qualification	Graduation
Nature of expertise in specific functional areas	Wide experience of more than 15 years working in the field of Capital Market.
A brief resume of the director	Name: Mr. Prakash Chandra Pareek Qualifications: Graduate Experience: Wide experience of more than 15 years working in the field Capital Market.
Names of listed entities in which the person also holds the directorship	Nil

Names of listed entities in which the person also holds the membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Shareholding of non-executive directors (including shareholding as a beneficial owner)	Nil
Relationship with other Director(s)	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND DISCLOSURE PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS

ITEM NO. 3

During the year 2023-24, M/s. SRY & Associates, Chartered Accountants (FRN- 011227N), tendered their resignation as the statutory auditors of the Company and to fill the casual vacancy caused by such resignation, **M/s Nirbhay Mittal & Company, Chartered Accountants**, were appointed as statutory auditors of the Company to hold office until the conclusion of this Annual General Meeting of the Company, pursuant to the provisions of Section 139 of the Companies Act, 2013 (the Act) and Rules made thereunder.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on July 20, 2024 have recommended for approval of the Members the appointment of M/s. Alok Basudeo & Co. (Firm Registration No. 007299C), Chartered Accountants, Kanpur, as Statutory Auditors of the Company, in place of **M/s Nirbhay Mittal & Company, Chartered Accountants**, to hold office for a term of 5 (five) consecutive years from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting to be held in the year 2029.

M/s. Alok Basudeo & Co is registered with the Institute of Chartered Accountants of India (ICAI) vide Registration No. 007299C and is a peer reviewed audit firm. The Firm operates from its office in Kanpur and provides a bouquet of innovative and client oriented services with a dedicated team of strong and experienced professionals.

The Company has received a written consent from M/s. Alok Basudeo & Co (FRN: 007299C) for their proposed appointment in the Company along with a certificate that they satisfy the criteria

provided under Section 141 of the Companies Act, 2013 and that their appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

The remuneration proposed to be paid to M/s. Alok Basudeo & Co (FRN: 007299C) for audit services for the financial year 2024-25 is ₹60 Thousand (Rupees Sixty Thousand only) plus applicable taxes, travelling/ conveyance and out of pocket expenses, as may be incurred, in connection with the audit. The Audit Committee proposed the remuneration considering various parameters like audit experience, market standing of the firm, clientele served, etc. The Board

of Directors and the Audit Committee are authorised to vary the terms including revision to the fees commensurate with the efforts, in discussion with the Statutory Auditors. For the subsequent years, the remuneration will be determined by the Board of Directors from time to time based on the recommendations of the Audit Committee and in consultation with the Statutory Auditors. Besides the audit services, the Company may also obtain from the Statutory Auditors certifications under various statutory regulations and other permissible non-audit services as may be required from time to time, for which they will be remunerated separately on mutually agreed terms.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 3 of this Notice for approval of the Members.

ITEM NO. 4

Mr. Sushant Jain was appointed as an Additional Director with effect from 20th July, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing General Meeting of the Company. The Board is of the view that the appointment of Mr. Sushant Jain on the Company Board is desirable and would be beneficial to the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

None of the Director or Key Managing Personnel of the Company and their relative are in any way concerned or interested, financially or otherwise in this resolution.

Information required to be provided under the of SEBI (LODR) Regulations, 2015, regarding the Directors who are proposed to be appointed/ re-appointed is as below:-

Brief Profile

Name of the Director	Mr. Sushant Jain (Director)
DIN	07325126
Date of Appointment on the Board	20.07.2024
Age (years)	34 Years
Qualification	Post Graduation
Nature of expertise in specific functional areas	Wide experience of more than 10 years working in the financial advising area.
A brief resume of the director	Name: Mr. Sushant Jain Qualifications: Post Graduate Experience: Wide experience of more than 10 years working in the financial advising area
Names of listed entities in which the person also holds the directorship	Nil
Names of listed entities in which the person also holds the membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Shareholding of non-executive directors (including shareholding as a beneficial owner)	Nil
Relationship with other Director(s)	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA

ITEM NO. 5

Mr. Prashant Khandelwal was appointed as an Additional Director with effect from 20th July, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing General Meeting of the Company. The Board is of the view that the appointment of Mr. Prashant Khandelwal on the Company Board is desirable and would be beneficial to the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

None of the Director or Key Managing Personnel of the Company and their relative are in any way concerned or interested, financially or otherwise in this resolution.

Information required to be provided under the of SEBI (LODR) Regulations, 2015, regarding the Directors who are proposed to be appointed/ re-appointed is as below:-

Brief Profile

Name of the Director	Mr. Prashant Khandelwal (Director)
DIN	00482137
Date of Appointment on the Board	20.07.2024
Age (years)	52 Years
Qualification	Chartered Accountant
Nature of expertise in specific functional areas	Wide experience of more than 27 years handling project in plastic recycling.
A brief resume of the director	Name: Mr. Prashant Khandelwal Qualifications: Chartered Accountant Experience: Wide experience of more than 27 years handling project in plastic recycling.

Names of listed entities in which the person also holds the directorship	Nil
Names of listed entities in which the person also holds the membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Shareholding of non-executive directors (including shareholding as a beneficial owner)	Nil
Relationship with other Director(s)	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA

ITEM NO. 6

The Board of Directors of the Company at its meeting held on held on 20th day of July, 2024, has, subject to the approval of the Shareholders of the Company by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the objects clause of the Company. The companies is entering into recycle business and adopt the new sets of main objects replacing the existing main objects.

The change in objects clause required the changes in Memorandum of Association of the Company.

Since the aforesaid change requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 6.

None of the Directors or their relatives are deemed to be concerned or interested in any way in this resolution.

ITEM NO. 7

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 Crores (Rupees One Hundred Crore) which may exceed the limit as provided in Sec. 186(2) as above.

The Board of Directors recommends resolution as set out in item No. 7 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

ITEM NO. 8 & 9

In accordance with the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.
- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company; The Board is of the view that the in order to further expand the business activities of the Company and for

meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate. The Board of Directors of the Company proposes to fix the limits to borrow money upto Rs. 100 Crores (Rupees One Hundred Crore) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 100 Crores (Rupees One Hundred Crore).

It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolution set out at Item No. 8 & 9 of the Notice for approval by the Members.

ITEM NO. 10

The existing authorised share capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each. The subscribed, issued and paid up capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Company in order to expand the business, requires funds and therefore proposes to increase the Authorized Share Capital of the Company to Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase in Authorized Share Capital shall require alteration of existing Clause V of the Memorandum of Association of the Company in the manner as set out in Resolution No. 10 of the Notice thereto.

Accordingly, the Board recommend passing of the resolution set forth in Item No. 10 of the accompanying Notice for the approval of the Members of the Company by way of Ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent disclosed above and to the extent of their shareholding, if any, in the Company.

ITEM NO. 11

Members are informed that the Board of Directors of the Company in their meeting held on October 13, 2023 has approved the appointment of Mr. Prakash Chandra Pareek (DIN: 01507921), as an

Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 read with the rules made thereunder and thereafter he has been appointed as Director of the Company by members on March 16, 2024 through Postal Ballot. Thereafter the Board at its Meeting held on July 20, 2024, has designated him as Managing Director of the Company for a period of 5 (Five) years with effect from July 20, 2024.

The Company has received the necessary consent(s) to act as a Managing director and declaration(s) from Mr. Prakash Chandra Pareek (DIN: 01507921) as set out under the provisions of the Companies Act, 2013. The Company has also received an intimation from Mr. Prakash Chandra Pareek (DIN: 01507921) in Form DIR-8 to the effect that he is not disqualified from being appointed as Managing director and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as Managing Director in the Company.

Mr. Prakash Chandra Pareek (DIN: 01507921), aged 52 years, is a Graduate. He has wide experience of more than 15 years working in the field Capital Market..

The Board considers the rich and varied experience of Mr. Prakash Chandra Pareek in the industry and thus in their opinion, his association would be of immense benefit to the Company.

Mr. Prakash Chandra Pareek satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for his appointment.

A notice has been received under Section 160 of the Companies Act, 2013 from a member signifying the intention to propose Mr. Prakash Chandra Pareek as a candidate for the office of Managing Director of the Company.

A brief profile and the necessary information/disclosures of Mr. Prakash Chandra Pareek required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India (ICSI), is given as follows:

Name of the Director	Mr. Prakash Chandra Pareek (Director & CFO)
DIN	01507921
Date of Appointment on the Board	13.10.2023
Age (years)	52 Years

Qualification	Graduation
Nature of expertise in specific functional areas	Wide experience of more than 15 years working in the field of Capital Market.
A brief resume of the director	Name: Mr. Prakash Chandra Pareek Qualifications: Graduate Experience: Wide experience of more than 15 years working in the field Capital Market.
Names of listed entities in which the person also holds the directorship	Nil
Names of listed entities in which the person also holds the membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Shareholding of non-executive directors (including shareholding as a beneficial owner)	Nil
Relationship with other Director(s)	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA

All the requisite documents and the resolutions passed in this regard are available for inspection during business hours on all working days at the Registered Office of the Company from the date of circulation of this Notice till the last date of voting.

Except Mr. Prakash Chandra Pareek himself, none of the Directors and Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 11 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Prakash Chandra Pareek as Managing Director, for the approval of the members of the Company, by way of an Ordinary Resolution