



Registered Office : 61,  
SEMBUDOSS STREET,  
CHENNAI, TAMIL NADU,  
INDIA, 600001

Corporate Office: TF 304  
ABHUSHAN COMPLEX MAHADEV  
NAGAR SOCIETY, STADIUM ROAD,  
NAVRANGPURA, AHMEDABAD ,  
GUJARAT , INDIA, 380009 Contact No:  
+91 73594 81496  
CIN: L15100TN1982PLC009418  
E-Mail ID: [info.pradhin@gmail.com](mailto:info.pradhin@gmail.com)

**Date: 22.08.2024**

To,  
The Department of Corporate Services  
**The Bombay Stock Exchange**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai

**Sub: Submission of Notice of Annual General Meeting to be held on 26<sup>th</sup> September, 2024**

**Ref. BSE Script code 530095**

Dear Sir,

We would like to inform you that Annual General Meeting of the Company is scheduled be held on Thursday 26<sup>th</sup> September, 2024 at 02:00 P.M at 304, Abhushan Complex, 17, Mahadev Nagar Society, Stadium Road, Ahmedabad – 382 418 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

We are enclosing herewith copy of notice of the aforesaid AGM for you information and records.

Kindly acknowledge the same and take on your records.

Thanking You,

Yours faithfully

**FOR PRADHIN LIMITED**

**DIRECTOR**  
**JAY MANSUKHBHAI SAPARIYA**  
**DIN: 10683245**



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## NOTICE OF 42<sup>ND</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the (42<sup>nd</sup>) Forty-Two Annual General Meeting of Pradhin Limited (Formerly Known as Bhagwandas Metals Limited) will be held on **Thursday, 26<sup>th</sup> day of September, 2024** at **02:00 P.M (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and approve the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2024 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.;

### **SPECIAL BUSINESS:**

#### **2. TO RECLASSIFY PROMOTERS SHARE HOLDING**

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

**RESOLVED THAT** as per regulation 31(A) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) and other provisions of the companies act, 2013 and subject to the approval of shareholders the company be and hereby reclassify the category of promoter and promoter group shareholders from promoter category to public as mentioned following:

<b>Sr. No.</b>	<b>Name of Promoter</b>
1	SAROJ JAYPRAKASH JALAN
2	SACHIN JAYPRAKASH JALAN
3	BOBBY SONTHALIA
4	GOVIND PRASAD HUF

**FURTHER RESOLVED THAT** Any one of the Director of the company be and is hereby authorized to complete whole the procedure for the same and also authorized to sign, create, modify and do all such acts and deed as required to reclassify the category of the promoter to the public.

**3. INCREASE OF AUTHORIZED SHARE CAPITAL AND THE CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force, the approval of the Members of the Company be and is hereby accorded to increase of authorized share capital from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty-Lacs) equity shares of face value Re. 10/- per share to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Re. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing equity shares of the Company;

**RESOLVED FURTHER THAT** pursuant to Section 13, 15 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) 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 Authorised Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Re. 10/- (Rupees Ten only) each.

**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.”

**4. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. JAY RAJESHBHAI PATEL (DIN: 10623714) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Jay Rajeshbhai Patel (DIN: 10623714) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on Date, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Executive Director of the Company.

**RESOLVED FURTHER THAT** the Board of 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, matters and things which may deem necessary in this behalf.”

**5. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Mohitkumar Shaileshkumar Patel (DIN: 10644334) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on Date, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Executive Director of the Company;

**RESOLVED FURTHER THAT** the Board of 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, matters and things which may deem necessary in this behalf.”

**6. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Jay Mansukhbhai Sapariya (DIN: 10683245) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on Date, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Executive Director of the Company.

**RESOLVED FURTHER THAT** the Board of 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, matters and things which may deem necessary in this behalf.”

**7. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Jitendra Pradipbhai Parmar (DIN: 09699769) who was appointed as an additional director of the Company by the Board of Directors, be and is hereby appointed as Independent Non-Executive Director of the Company;

**RESOLVED FURTHER THAT** the Board of 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, matters and things which may deem necessary in this behalf.”

**8. TO APPROVE THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 M/s. S PARTH & CO., Practicing Chartered Accountant, (Firm Registration No. 154463W) be and is hereby appointed as Statutory Auditor of the Company, for the financial year 2024-25 to hold office from the conclusion of this Annual General Meeting up to the next 5 years of the ensuing Annual General Meeting to be held in the year 2029 at a remuneration as may be decided by the Board of Directors of the Company;

**RESOLVED FURTHER THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

**9. CHANGE IN REGISTERED OFFICE FROM ONE STATE TO ANOTHER STATE APPROVAL OF ROC, & RD:**

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

“**RESOLVED THAT** pursuant to the provisions of sections 12 and 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Company (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and rules made thereunder and subject to the approval by the Central Government (Regional Director, Southern Region, Chennai), and approval of the members of the Company, consent of the Board of Directors be and is hereby accorded to shift the registered office of the Company from the one State to another State i.e “State of Tamilnadu” to “State of Gujarat”.

**RESOLVED FURTHER THAT** subject to the confirmation of the Central Government (Regional Director, Southern Region, Chennai) the clause II of the Memorandum of Association be altered by substituting the word “State of Tamilnadu” by the words “State of Gujarat”.

**II. The Registered Office of the Company shall be situated in the State of Gujarat.**

**RESOLVED FURTHER THAT** Any of the Board of Directors of the Company be and is hereby authorized to file requisite forms/returns/documents with MCA/Registrar of companies, Chennai with their digital signatures and also authorised to appoint any professional to file applications/petitions, issue notice and advertisements, obtain orders for shifting of registered office from concerned authorities and take such steps and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company for the above purpose.”

## **10. TO APPROVE THE ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY (MOA):**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the consent of the Members of the Company be and is hereby accorded for amendment in the Registered Office of the Company from One State to another State i.e. Clause II and also capital Clause of the Memorandum of Association (“MOA”) of the Company;

**RESOLVED FURTHER THAT** Any Director of the Company, be and is hereby severally authorized to file the necessary forms with Registrar of Companies and to do all acts deeds and thing as may be required to give effect to the above resolution.;

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds or things as it may be necessary, proper or desirable in this regard.”

### **Notes:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Annual General Meeting (“AGM”) will be held on Thursday, 26th September, 2024 at 02:00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs’ (“MCA”) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this AGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at [info.pradhin@gmail.com](mailto:info.pradhin@gmail.com).
4. The Register of Members and the Share Transfer Books of the Company will remain closed on Thursday, the 19th September, 2024 to Thursday, the 26th September, 2024 (Both days Inclusive) for the purpose of Annual General Meeting.
5. The Company is sending this Notice to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories and the Company’s Registrars and Transfer Agent (“RTA”) as on Thursday, 19th September, 2024 (‘Cut-Off Date’). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Thursday, 19th September, 2024.

6. Members whose e-mail addresses are registered with the Company / RTA / Depositories will receive the notice of Annual General Meeting (“AGM”) in electronic form.

7. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

8. Since this AGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the 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. Members have to attend and participate in the ensuing AGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

9. Members of the Company under the category of “Institutional Investors” are encouraged to attend and vote at the AGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at [info.pradhin@gmail.com](mailto:info.pradhin@gmail.com) and/ or at [info@accuratesecurities.com](mailto:info@accuratesecurities.com), a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at AGM through E-voting.

10. The Members can join the Annual General Meeting (“AGM”) in the VC/OAVM mode 15 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 Annual General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.

11. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Annual General Meeting will be provided by NSDL.

13. In line with the Ministry of Corporate Affairs (“MCA”) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at <http://www.pradhin.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

14. Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020

dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

15. The Board of Directors has appointed of M/s. Jalan Alkesh Associates (Membership No. 10620 FCS, CP No. 4580), Ahmedabad, Practising Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.

16. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.

17. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed on BSE and be made available on it website viz. [www.bseindia.com](http://www.bseindia.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Monday, 23<sup>rd</sup> September, 2024, at 9:00 A.M. and ends on Wednesday, 25<sup>th</sup> September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 19<sup>th</sup> September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 19<sup>th</sup> September, 2024.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the " <b>Beneficial Owner</b> " icon under "Login" which is available under " <b>IDeAS</b> " 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 options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.**

Login type	Helpdesk details
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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csgauravbachani@gmail.com](mailto:csgauravbachani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [info.pradhin@gmail.com](mailto:info.pradhin@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([info.pradhin@gmail.com](mailto:info.pradhin@gmail.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for E-voting on the day of the AGM is same as the instructions mentioned above for remote E-voting.
2. 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.
3. 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.
4. 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.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. 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. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at ([info.pradhin@gmail.com](mailto:info.pradhin@gmail.com)). The same will be replied by the Company suitably.

**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT**  
**PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 2. TO RECLASSIFY PROMOTERS SHARE HOLDING**

The Promoters of the company wish to change their category from promoters to non-promoters and do not wish to play a role as a promoter of the company due to their some pre occupied work.

The Board has received their application for the same and has accepted it and now the Board puts the said application before the shareholders for their approval as special resolution.

None of the directors are interested in the said transaction.

**ITEM 3. INCREASE OF AUTHORIZED SHARE CAPITAL AND THE CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

In order to expand the capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty-Lacs) equity shares of face value Re. 10/- per share to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Re. 10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the company. As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals. The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting. Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the Directors/key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution. The Board recommends the special resolution as set out in Item 2 of the Notice for the approval by the Members.

**ITEM 4. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. JAY RAJESHBHAI PATEL (DIN: 10623714) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

JAY RAJESHBHAI PATEL (DIN: 10623714) was appointed as an Additional Director (Executive) by the Board of Directors pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, JAY RAJESHBHAI PATEL (DIN: 10623714) will hold office for a period of five (5) years from the date of his appointment.

The Company has received from JAY RAJESHBHAI PATEL (DIN: 10623714) (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

JAY RAJESHBHAI PATEL (DIN: 10623714) is having a rich experience in corporate fields

The matter regarding appointment of, JAY RAJESHBHAI PATEL (DIN: 10623714) as an Executive Director was placed before the Nomination and Remuneration Committee and it has recommended him appointment. The resolution seeks the approval of members for the appointment of JAY RAJESHBHAI PATEL (DIN: 10623714) as an Executive Director of the Company for 5 consecutive years pursuant to Section 149, Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

No director, key managerial personnel or their relatives, except JAY RAJESHBHAI PATEL (DIN: 10623714) whom the resolution relates, is interested on concerned in the resolution.

The Board recommends the special resolution as set out in Item 4 of the Notice for the approval by the Members.

**ITEM 5. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) was appointed as an Additional Director (Executive) by the Board of Directors pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) will hold office for a period of five (5) years from the date of his appointment.

The Company has received from MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) is having a rich experience in corporate fields.

The matter regarding appointment of, MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) as an Executive Director was placed before the

Nomination and Remuneration Committee and it has recommended him appointment. The resolution seeks the approval of members for the appointment of MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) as an Executive Director of the Company for 5 consecutive years pursuant to Section 149, Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

No director, key managerial personnel or their relatives, except MR. MOHITKUMAR SHAILESHKUMAR PATEL (DIN: 10644334) whom the resolution relates, is interested on concerned in the resolution.

The Board recommends the special resolution as set out in Item 5 of the Notice for the approval by the Members.

**ITEM 6. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) was appointed as an Additional Director (Executive) by the Board of Directors pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) will hold office for a period of five (5) years from the date of his appointment.

The Company has received from MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) is having a rich experience in corporate fields.

The matter regarding appointment of, MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) as an Executive Director was placed before the Nomination and Remuneration Committee and it has recommended him appointment. The resolution seeks the approval of members for the appointment of MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) as an Executive Director of the Company for 5 consecutive years pursuant to Section 149, Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

No director, key managerial personnel or their relatives, except MR. JAY MANSUKHBHAI SAPARIYA (DIN: 10683245) whom the resolution relates, is interested on concerned in the resolution.

The Board recommends the special resolution as set out in Item 6 of the Notice for the approval by the Members.

**ITEM 7. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) was appointed as an Additional Director (Non- Executive Independent) by the Board of Directors pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) will hold office for a period of five (5) years from the date of his appointment.

The Company has received from MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub- section (6) of Section 149 of the Companies Act, 2013.

MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) is having experience in corporate fields.

The matter regarding appointment of, MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) as an Independent Non-Executive was placed before the Nomination and Remuneration Committee and it has recommended him appointment. The resolution seeks the approval of members for the appointment of MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) as an Independent Non-Executive Director of the Company for 5 consecutive years with pursuant to Section 149, Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

No director, key managerial personnel or their relatives, except MR. JITENDRA PRADIPBHAI PARMAR (DIN: 09699769) whom the resolution relates, is interested on concerned in the resolution.

The Board recommends the special resolution as set out in Item 7 of the Notice for the approval by the Members.

**ITEM 10. TO APPROVE THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

M/S. R K Chapawat & Co., have tendered their resignation on 14<sup>th</sup> August, 2024. The board has identified M/s. S PARTH & CO., Chartered Accountant, to be appointed as the Statutory Auditors of the company. Hence, M/s. S PARTH & CO., Chartered Accountant, having [FRN: 154463W] are proposed to be appointed as the Statutory Auditor of the company for the audit of the accounts of the company for the financial year 2024-2025 pursuant to the provisions of Section 139 of the Companies Act, 2013. The Directors, therefore, recommend the Ordinary Resolution for the approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of the other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board recommends the ordinary resolution as set out in Item 10 of the



Notice for the approval by the Members.

**ITEM 11. CHANGE IN REG. OFFICE FROM CHENNAI TO GUJARAT APPROVAL OF ROC, & RD:**

At Present, the Registered office of the Company is situated in the "State of Tamilnadu".

The company is engaged in the business of manufacturing of milk related products. In view of the more opportunities in the State of Gujarat, the Company proposes to develop business there. Moreover, all the directors of the company are also residing in state of Gujarat and managing the affairs of the company from Gujarat and thereby increase in the effectiveness in corporate functioning of the Company. Moreover, with a view to improve the operational efficiency, streamline document management system and achieve overall effectiveness, the Board of Directors considers it as beneficial for the Company to shift its registered office.

The Board, therefore, recommends the proposed Special Resolution to the Members of the Company for their approval to shift the registered office of the company from "State of Tamilnadu" "State of Gujarat."

None of the Directors, of the Company and their relatives, is in anyway, directly or indirectly, concerned or interested in the aforesaid resolution.

**Registered Office:**  
**61, Sembudoss Street, Chennai,**  
**Tamil Nadu, India – 600 001**

**By order of the Board**  
**For, Pradhin Limited**

**Date: 21<sup>st</sup> August, 2024**  
**Place: Ahmedabad**

**Sd/-**  
**Jay Mansukhbhai Sapariya**  
**Director**  
**DIN: 10683245**