



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

Date: 22.08.2024

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

**Sub.: Submission of Minutes of Board Meeting dated 21.08.2024 pursuant to Regulation -
31A of SEBI (LODR) Regulations, 2015**
Ref.: Company Code No. 530095

Dear Sir,

With respect to captioned subject, the exchange is hereby informed that the Meeting of Board of Directors of the company was held on 21.08.2024 to consider and approve the Reclassification of Promoters under Regulation 31A of SEBI (LODR) Regulations, 2015 subject to the approval of the shareholders in the ensuing Annual General Meeting of the company.

The Minutes of the said meeting is attached herewith.

Kindly acknowledge the same & take on your records.

Thanking You.

Yours faithfully

FOR PRADHIN LIMITED

DIRECTOR
JAY MANSUKHBHAI SAPARIYA
DIN: 10683245



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MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE PRADHIN LIMITED HELD ON 21st August, 2024 AT 02:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY:

Directors of the Company Present at the meeting:

1. Mr. JAY MANSUKHBHAI SAPARIYA
2. Mr. JAY RAJESHBHAI PATEL
3. Mr. MOHITKUMAR SHAILESHKUMAR PATEL
4. Mr. NILESH BIDE
5. Mr. ABHIJEET RAMESH DHANEGAONKAR
6. Ms. HARIPRIT NITIN THORAVE
7. Mr. TEJESH VILAS PATIL

CHAIRMAN

Mr. JAY MANSUKHBHAI SAPARIYA occupied the chair and presided over the meeting.

QUORUM

The requisite quorum being present, the Chairman called the meeting to order and quorum was present throughout the Meeting.

LEAVE OF ABSENCE

All directors were present in the meeting.

AGENDA

The chairman proceeded with the business to be transacted at the meeting. He explained the objective and implications of Item of business under resolution.

CONFIRMATION OF MINUTES:

The Minutes of previous Board meeting was read and confirmed by the Chairman.



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Special Business:

ITEM NO-1: To call the Annual general meeting of the company on 26.09.2024 at 02:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"):

"RESOLVED THAT the 42nd Annual General Meeting of the members of the Company be convened on 26th September,2024 at 02:00 PM through Video Conferencing / Other Audio Visual Means (OAVM).

"RESOLVED THAT the draft Notice calling the 42nd Annual General Meeting of the Company on 26th September,2024 at 02:00 PM through Video Conferencing / Other Audio Visual Means (OAVM), duly initialed by Director for the purpose of identification and placed before the Board be and is hereby approved and that Mr. Jay Sapariya Director, be and is hereby authorised to make necessary changes if required, and issue the Notice of the 42nd Annual General Meeting to all the Members and to the Stock Exchanges under his Signature;

RESOLVED FURTHER THAT Mr. Jay Sapariya Director, be and are hereby severally authorised to take necessary action and do all such acts, deeds and things as and when required for convening the said Annual General Meeting of the Company."

ITEM NO-2: To approve the Directors Report along with the Annual Report of the company for the F.Y. ended 31.03.2024:

The Directors' Report along with Annual Report of the Company, for the Financial Year ended March 31, 2024, was placed before the meeting. The Board after due deliberation approved the Directors' Report along with Annual Report by passing the following resolution:

"RESOLVED THAT the draft Directors Report of the Company, for the Financial Year ended March 31, 2024, as placed before the meeting, be and are hereby considered, approved and taken on record by the Board of Directors;



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RESOLVED FURTHER THAT Mr. Jay Sapariya and Mr. Hariprit Thorave, Directors of the Company be and are hereby authorized to sign the Directors' Report, on behalf of the Board of Directors;

RESOLVED FURTHER THAT any of the Director be and are hereby authorized to necessary filing and to do such works and deeds as may be required to give effect to the above resolution."

ITEM NO-3: To appoint Mr. Alkesh Jalan, practicing company secretary as scrutinizer for the Annual General Meeting:

RESOLVED THAT in compliance of Listing Agreement, CS Mr. Alkesh Jalan, Company secretary in practice, who has given his consent to act as such be and is hereby appointed as Scrutinizer of e-voting process in a fair & transparent manner at ensuring Annual General Meeting and provide report thereon and be paid the remuneration and out of pocket expenses incurred by him as may be decided by the Board of the Company."

ITEM NO-4: Reclassification of Promoters:

The Chairman placed before the Board the request received from the promoters to change their category from promoter to non-promoter on 17th August 2024. The Board discussed in detail and approve the same and passed the following resolution unanimously.

Proposed by: Mr. Jay Mansukhbhai Sapariya
Seconded By: Mr. Mohitkumar Shaileshkumar Patel

"RESOLVED THAT as per regulation 31A of SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) and other provision of the Companies Act, 2013, subject to the approval of the shareholders of the company, the Board of Directors of the company be and is hereby accorded to reclassify the category of the existing promoters from promoter to non-promoter as mentioned below:

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



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FURTHER RESOLVED THAT any of the directors of the company be and is hereby authorized to sign and complete the whole procedure for the same and also authorize to sign, create, modify and do all such acts, deeds as required to reclassify the category of the promoter to non-promoter.”

On being put to vote by show of hands the resolution was adopted unanimously.

ITEM NO-5: Increase in Authorized Capital of the Company:

The Chairman placed inform the Board the to increase Authorized Capital of the Company. The Board discussed in detail and approve the same and passed the following resolution unanimously.

Proposed by: Mr. Jay Mansukhbhai Sapariya
Seconded By: Mr. Mohitkumar Shaileshkumar Patel

“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, Consent of Board of Directors accorded subject to the approval of the Members of the Company in ensuing Annual General Meeting 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 Board of Directors accorded subject to the approval of the Members of the Company 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.



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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-6: To Regularize the appointment of Additional Director, Mr. Jay Rajeshbhai Patel (DIN: 10623714) as an Executive Director of the Company:

RESOLVED THAT Mr. Jay Rajeshbhai Patel (DIN: 10623714) who was appointed as an Additional Director of the company, with effect from 01/06/2024 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company,

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, anyof the Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

ITEM-7: To Regularize the appointment of Additional Director, Mr. Mohitkumar Shaileshkumar Patel (DIN: 10644334) as an Executive Director of the Company:

RESOLVED THAT Mr. Mohitkumar Shaileshkumar Patel (DIN: 10644334) who was appointed as an Additional Director of the company, with effect from 01/06/2024 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company,

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, anyof the Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and



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returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

ITEM-8: To Regularize the appointment of Additional Director, Mr. Jay Mansukhbhai Sapariya (DIN: 10683245) as an Executive Director of the Company:

RESOLVED THAT Mr. Jay Mansukhbhai Sapariya (DIN: 10683245) who was appointed as an Additional Director of the company, with effect from 28/06/2024 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company,

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, anyof the Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

ITEM-9: To Regularize the appointment of Additional Director, Mr. Jitendra Pradipbhai Parmar (DIN: 09699769) As A Non-Executive Independent Director of the Company:

RESOLVED THAT Mr. Jitendra Pradipbhai Parmar (DIN: 09699769) who was appointed as an Additional Director of the company, with effect from 08/08/2024 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company,

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, anyof the Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”



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ITEM-10: To approve the Appointment of M/s. S PARTH & CO., Practicing Chartered Accountant. (Firm Registration No. 154463W) as a Statutory Auditors of the Company:

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or reenacted from time to time) and other applicable provision of the companies Act 2013 and considering the recommendations made by the Audit Committee (mentioned only if applicable), the consent of the Board be and is hereby recommends M/s S PARTH & CO., Chartered Accountants for appointment as the statutory auditor of the company for the financial year 2024-2025 from the conclusion of the forthcoming annual general meeting;

RESOLVED FURTHER THAT appointment of the statutory auditor shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting;

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, matter, filing and things which may deem necessary in this behalf.

ITEM-11: Change in Registered Office from One State to Another State subject to approval of member in ensuing AGM & subject to approval of RD:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of 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 relevant provisions of the Memorandum of Association and Article of Association of the Company and subject to the approval of Regional Director (Southern Region), Chennai Tamil Nadu and members of the company, the consent of the Board of directors of the Company be and is hereby accorded to shift the registered office of the Company from the “One State to another State”.

RESOLVED FURTHER THAT subject to the confirmation of the Central Government (Regional Director, Southern Region, Chennai/Tamilnadu) 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.



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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/ Tamil Nadu 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.”

ITEM- 12: To Approve the Alteration of Memorandum of Association of the Company (MOA) pursuing to change in Registered Office of the Company from One State to Another State:

“**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 Board of Directors of the Company be and is hereby accorded subject to approval of members of the Company in the ensuing Annual General Meeting for amendment in the Registered Office of the Company from One State to another State i.e. Clause II 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.”



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VOTE OF THANKS

There being no other business the meeting was concluded with the vote of thanks.

Date: 21.08.2024
Place: Ahmedabad

For Pradhin Limited



Jay Maheshbhai Sapariya

CHAIRMAN