



CIN: U74999MH2014PLC260236

Website - <https://wherrelz.in/>

Wherrelz IT Solutions Limited,

Plot No. 15, Road 10, Sec -1 New Panvel East

Navi Mumbai Raigarh 410206

+91. 9811221082

contact@wherrelz.com

17th December, 2024

To,
Corporate Relations Department
BSE Limited
2nd Floor, P.J. Towers,
Dalal Street,
Mumbai - 400 001

BSE Scrip Code: 543436

Dear Sir/Madam,

Sub.: Intimation of Postal Ballot Notice of the Company

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated December 14, 2024.

Further the Postal Ballot Notice sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with the Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') and for reckoning the voting rights of the Members of the Company as on December 13, 2024 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and applicable MCA Circulars and SEBI Circulars.

The Company has availed remote e-voting facility from National Securities Depository Limited (NSDL) and below is the calendar of the events for remote e-voting:

1.	Date of completion of dispatch of notice of postal ballot to the shareholders of the Company through E-mail	December 17, 2024
2.	Cut-off date to record the entitlement of the shareholders to cast their vote electronically.	December 13, 2024
3.	Date and time of commencement of voting through electronic means and physical ballot form	December 18, 2024 at 09.00 A.M
4.	Date and time of end of voting through electronic means	January 17, 2025 at 05.00 P.M.
5.	Date of declaration of result by the Chairman /Company Secretary on or before	January 19, 2025

You are requested to consider the same for your reference and record.

The said information is also being made available on the website of the Company i.e. www.wherrelz.in

This is for your information and records.

Thanking You
Yours faithfully

For Wherrelz It Solutions Limited

Pankaj Narendra Saxena
Managing Director
DIN: 10289985

Encl.: a/a

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the members of **WHERRELZ IT SOLUTIONS LIMITED** (the “Company”) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India, the Articles of Association of the Company and subject to other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders of the Company for the business set out hereunder through Postal Ballot (“the Postal Ballot”) by way of remote e-voting (“e-voting”) process.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with Rule 22(5) of the Rules, the Board has appointed **Mrs. Rupal Patel** (FCS-6275, CP No-3803), Practicing Company Secretaries, Ahmedabad, as ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The members desiring to exercise their vote on the resolutions included in this notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Wednesday, December 18, 2024 at 09.00 A.M. (IST)** and end on **Friday, January 17, 2025 at 05.00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than Thursday, January 16, 2025 at 05.00 P.M. (IST). E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit her report to the to the Chairman or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than two (2) working days or three (3) days, whichever is earlier from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. **Friday, January 17, 2025**, in terms of SS-2.

RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESSES:**1. Ratification of earlier resolution of Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association:**

*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 Sections 13, 61, 64 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, in supersession of earlier resolutions passed on September 30, 2024 in Annual General Meeting of the company, and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs.50,00,000/- (Rupees fifty lacs Only) divided into 5,00,000 (Five Lacs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Rupees Two Crore Fifty Lakh only) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of Rs. 24,50,00,000 (Rupees Twenty-Four Crore Fifty Lacs only) divided into 2,45,00,000 (Rupees Two Crore Forty-Five Lakh only) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Rupees Two Crore Fifty Lakh only) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each.”

“RESOLVED FURTHER THAT any Director and KMP of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and 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.”

2. TO MODIFY THE TERMS OF LOAN AGREEMENT BY ADDING THE CLAUSE, CONTAINING AN OPTION TO CONVERT LOAN INTO SHARES IN THE COMPANY:

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the 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 any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given on or after the date of this resolution, by the various types of lenders to the Company up to the amount of INR 37,30,52,000/- in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company by participating into the right issue or through preferential allotment or any other mode as prescribed, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.”

“RESOLVED FURTHER THAT the loan as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions:

- (i). the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- (ii). the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;
- (iii). on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- (iv). the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- (v). the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- (vi). The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for said the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

3. AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

*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, Section 4 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 necessary approval of the concerned Registrar of Companies, Ministry of Corporate Affairs and from any other competent Authorities, consent of the shareholders by way of Special Resolution be and is hereby accorded to alter clause 3A of the Memorandum of Association of Company i.e. to append the following sub clause (3)-(15) after sub clause (2) of clause 3 (A) of the Memorandum of Association of Company:

1. To carry on the business of sales, purchase, supply, export import and providing all kind of Media Services, Internet based technology enabled services all around the world, providing web based solutions to its clients. Which include business organizations, small firms, institutes, colleges. universities, scientific laboratories research centres. provide IT enabled services to its clients. the gamut of services extending from the most technical, IT-enabled research and development to such simple works as Application Software Development, spectrum of services includes Web Design, Web Development, Mobile Apps Development, Application Software Development, Computer Infrastructure Maintenance. Business Process Outsourcing, Engineering Services, Consulting Services, Manpower supply, Financial and Banking Solutions, Education and Training, study, design, development, implementation, support and management of computer-based information systems. particularly software applications and computer hardware and to develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software

development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer. telecom, digital, electronic equipment's in India or elsewhere in the world.

2. To carry on in India or elsewhere, the business of export, import, sales, purchase, supply, marketing, assembling, designing, networking, maintenance of all kinds of computer systems, computer parts, software, merret, broadband, software packages, peripherals, printers, scanners, all kind of telecommunications equipment and related software, office automation, CCTV, CVT. UPS and other electronic and electrical equipment. Computer professionals (hardware & software), software programmers and all kind of other electronic items and establish and run data-processing computer centres (national and international) computer waining institute and other consultancy, data processing and other services that are normally offered by data- processing / computer centres to industrial, business and other types of customers and to import training/ education on computer hardware, software, other electronic equipment, printers, electronic data-processing to customers and others and design, invent, prepare, own, make, use of lease, sell or otherwise dispose of and generally, to deal in and with software package, software quality testing, web development, web designing, graphics and animation, search engine optimization, networking services, KPO/BPO, call centre, computer, data processing machines, to act as internet or as channel service providing such as web hosting, web/windows application developments, mobile apps development, web designing, internet training and internet based solutions. To initiate, undertake, carry on, engage in, promote, assist, encourage and conduct research, development, experiments, studies. project analysis, onshore/offshore projects, back-office operation. examinations, surveys and tests of all kinds related to computer, electronic data processing equipment, software. Hardware and programs solution of all kinds, to undertake IT enabled services The Back-office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management, networking and network management, data centre management and in providing consider vices in all above-mentioned areas.

(Note: 1 to 2 main objects mentioned above are existing objects)

3. To promote, establish, run or otherwise carry on the business of developing, reproducing, marketing, consulting, exporting, importing, buying, selling, distributing, processing, Information technology, servicing or dealing in providing software solutions in the field of Geomatics including Core Application Development for Geographical Information System (GIS), Image Processing (IP), Global Positioning System (GPS), Remote Sensing (RS), Ground Penetrating Radar (GPR) and Photogrammetry (PG) and advance module Network Analysis, 3-D Modeling, Neural Network, Terrain Analysis. Customization of GIS/IP/GPS/RS/GPR/PG Applications for Natural Resources Management, Resource Exploration and Extraction, Disaster Management, Urban Planning & Economic Development, Environment, Agriculture & Forestry, Land Usage, Real Estate, Registry and Tax Assessment, Infrastructure, Banking & Insurance, Telecommunication, Ground and Marine Transportation, Defense & Security, Census and Elections, Healthcare, Emergency Response, Electric and Gas Utilities, Education. To provide GIS/IP/GPS/RS Services for Map Conversion, Survey and Mapping, Drainage, Hydro-morphology, Desertification, Snow and Glacial Topography, Natural Resource Census, Advanced Digital Image Processing and Analysis, GPS Survey and mapping, Vehicle Tracking, Web GIS, Satellite Data Procurement, Satellite Data Processing, Data Preprocessing, Visual Image Interpretation, Digital Terrain Model Generation, Geomatics Educational activities, and to bring out newspapers, periodicals, magazines, journals, leaflets, pamphlets, catalogues, bulletins, souvenirs, markets and other report books, booklets and other literary works and undertaking in respect of above object in any languages either at regular intervals or otherwise and whether for sale or free distribution.
4. To carry on in India or elsewhere in the world, either alone or jointly with one or more person, government, local or other bodies, foreign collaborator, the business to construct, build, later, take on lease purchase or acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, project, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent broker supervisor, administrator, contractor, sub- contractor, turnkey contractor and manager of all types of constructions and development of all work in all its branches such as roads, ways, culverts, dams, bridges, canals, walls, railway, tramways, water tanks, reservoirs, warehouses, factories, buildings, structures, drainage and sewage works, water distribution on filtration systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, schools, clubs, theatres, gardens, place of amusements, libraries, reading rooms, pavilions, vehicle stands, dairy farms, garages, rock drilling, aqueducts, stadiums,

hydraulic units, sanitary work, power supply works, power stations, hotels, hospitals, dharmashala(s), residential and commercial premises, multi stories colonies, shop, complex, housing project, and other works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sort of lands and building and to carry on all or any to the foregoing activities for materials, goods, plants and machineries, equipment, accessories, parts, tools, fittings, articles, materials.

5. To promote, establish, run or otherwise carry on the business of developing, reproducing, prospecting, marketing, exporting, importing, buying, selling, distributing, displaying, processing, servicing or dealing in graphic designs and printing of all kinds and forms including symbols, logos, seals, flags, sing systems, books, calendars, packaging, screens and print designs, offset designs, industrial designs colour proofing, photo typesetting, text composing, colour scanning, laboratory testing required for preprinting operations, commercial arts, art distribution, craft printing, laser printing, offset printing, gravure printing, tin printing, photographic pointing, binding, cutting, punching, laminating, box packaging, cartons packaging, corrugated packaging, engraving, flexography, plate making, block making, printing of packaging materials of all types including boxes of industrial purposes, containers box consumer goods, boilers, cover papers, fancy wrapping papers, waxed wrappers, gummed sheets and tapes, sophisticated bags, envelopes and consumer packages, cartons, containers, confectionery boxes, picnic packets, dust covers and jackets, packages wool, confetti and any other kinds of packaging aids and materials in the packaging containers, cartoons, envelops from any form of paper, paper boards, cloth PVC plastic, nylon, cello phone, poly boards, the business of to carry on packaging all branches and all types of stationery and to trade or deal in and to print and otherwise bring out any kind of news papers periodicals, magazines, journals, leaflets, pamphlets, catalogues, bulletins souvenirs, markets and other report books, booklets and other literary works and undertaking in any otherwise and whether for sale or free distributions.
6. To generate, accumulate, transmit, distribute, purchase, sell and supply electricity power or any other energy from conventional/non-conventional energy sources on a commercial basis and to construct, lay down, establish, operate, and maintain power/energy generating stations including buildings, structures, works, machineries, equipments, cables and to undertake or to carry on the business of managing, owning, controlling, erecting, commixing, operating, running, leasing or transferring to third person/s, power plants and plants based on conventional or non conventional energy sources, including hydro, Thermal solar, Nuclear, Bio- mass, natural gas, wind energy, Diesel, or Fuel or any other method/technology which has been in existence or which is developed over the time, for captive consumption as well as for accumulations solar energy plants, wind energy plants, mechanical, electrical, Hydel, civil engineering works and similar projects and carrying on business as manufacturer, producers, processors, makers, sellers, retailers, wholesalers, suppliers, indenters, pacers, movers, preservers, stockists, agents, sub-agents, merchants distributors, consignors, jobbers, brokers, concessionaries, or otherwise deal in all apparatus and things required for or capable of being used in connection with the generation, distribution supply, accumulation and employment of electric and to light cities, towns, streets, docks, market theaters, buildings and places, with public and private, suppliers and dealers in electrical and other application.
7. To carry on business as manufacturers, producers, processors, makers, converters refiners, importers, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires, or otherwise deal in all kind of drugs, chemicals, pharmaceutical, medical and chemical preparations, articles and compounds thereof, dyes, cosmetics, toiletries, contraceptives, synthetic and manmade materials and fabrics of whatever nature, surgical, scientific, chemical, photographic and other apparatus.
8. To carry on in India or elsewhere the business to act as consultant, advisor, representative, signatories, liasioner, agent, serviceman, middleman, arbitrator, conciliator, auctioneer, liquidator in all its branches such as finance, legal, commercial, corporate management, business management, taxation, investment, portfolio management, loan syndication, underwriting, secretarial services, financial management and on other similar subjects and to make evaluations, feasibility studies, techno economic feasibility studies, project reports, forecasts, surveys and rehabilitation packages and for the purpose to run establish, maintain, provide, operate, manage, supervise, arrange and take on hire all necessary services, facilities, conveniences, equipment and to supply turnkey projects in all industries such as mines or mineral, saline or chemical substances, Kieselguhr, french chalk, china clay, bentonite and other clays, calcuite and such other filler materials, earths or other ingredients including coal, lights, rock phosphate, brimstone, brine, bauxite, rare earths, utilities, commercial and welfare fields.
9. To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non conventional energy by Bio-Mass, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy

sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipments, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning,. operating, running, leasing or transferring Power plants and Plants based on conventional or non conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops.

10. To carry on business as manufacturers, producers, processors, makers, convertors, assemblers, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, packers, movers, stockists, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, or otherwise deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private, and to act as suppliers and dealers in electrical and other appliances.
11. To carry out the business of Producing, prospecting, exploration, excavation, mining, quarrying, processing, crushing, washing, marketing, buying, selling, import, export, reselling, distribution or otherwise dealing in coal, coal based products, marble, granites, manganese, limestone, dolomite, stones, metal, refractory and other mineral based products and also to carry on the business of mining developer & operator for exploration & development of mines, mining and marketing of coal, coal products & other types of minerals.
12. To carry out business of manufacturing, trading, import, export, installation, and operation of Solar systems for energy generation including Solar Photovoltaic, Solar Thermal, Solar Chimney and any other Solar based devices used in households, industry and commercial establishments.
13. To carry on business as Engineering and Procurement contractors, general engineers, mechanical engineers, process engineers, civil engineers, general mechanical and civil contractors and enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants, mines and ports including airports and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in Companies carrying on the above business.
14. To carry on the business of manufacturing, assembling, installing, repairing, covering, buying, selling, exchanging, altering, importing, exporting, hiring, letting on hire, disturbing or dealing in all types of power plants, sinter plants, coke oven plants, wet and dry cooling systems, monitoring equipment, steam trap and strainers, heat exchangers and other tools, implements, appliances, bolts, nuts, hooks and engineering goods, ferrous and non-ferrous metals and metal products, foundry and factory supplies, mill supplies, industrial articles of all kinds and description for all types of cooling systems applications and industrial vehicles of all kinds and all components parts, accessories, equipment and apparatus for use in connection therewith.
15. To act as engineering, technical, financial and management consultants and to advice and assist on all aspects of industrial management or activity and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in power plants, chemical, petrochemical plants, steel and iron manufacturing trend processing industries, plants of all other kinds, factories and industries of all kinds and supply to an to provide, maintain and operate service facilities, convenience, bureaus and the like for the benefit of any person, company, corporate body, firm trust, association society, organization whatsoever and generally to act as service organization or for providing generally engineering, administrative, advisory, commercial, management, consultancy, technical, quality control, and other services to persons, companies, corporate bodies, firms, trusts, association or organizations, whatsoever and to undertake the supervision of any business or organization and to undertake turnkey projects and to invest in or acquire interest in companies carrying on above business.

“RESOLVED FURTHER THAT Board of 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.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of 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-forms.”

4. TO CHANGE REGISTERED OFFICE OF THE COMPANY FROM ONE CITY TO ANOTHER WITHIN THE SAME STATE:

*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 12 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and any other applicable provisions, including amendments thereto for the time being in force, the consent of the members be and is hereby accorded for shifting of Registered Office of the company from its Plot No. 15, Road 10, Sec -1 New Panvel East, Raigarh, Navi Mumbai, Maharashtra, India, 410206 to Unit no.1 of Office No. 822, The Summit Business Bay, Opp. WEH Metro Station, Andheri, West Mumbai-400 069.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, Mumbai, the required e-form, and any other statutory body, if required, the verification of the situation of the registered office of the company and any other necessary documents.”

Date: 14/12/2024

Place: Mumbai

Registered Office:

Plot No. 15, Road 10, Sec -1 New Panvel East, Raigarh, Navi
Mumbai, Maharashtra, India, 410206

CIN: U74999MH2014PLC260236

Email: wherrelzit@gmail.com

Website: www.wherrelz.in

By the order of the Board
For Wherrelz It Solutions Limited

Sd/-

Pankaj Narendra Saxena

Managing Director

DIN: 10289985

NOTES:

1. **An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.**
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, December 13, 2024. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”).
4. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
6. The e-voting period shall commence on **Wednesday, December 18, 2024** from 9.00 a.m. (IST) and shall end on **Friday, January 17, 2025** at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, December 13, 2024.
8. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. The Board of Directors of the Company (“**the Board**”), has appointed **Mrs. Rupal Patel, Practicing Company Secretary** (COP.: 3803) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days or 3 days, whichever is earlier from the conclusion of e-voting and will also be displayed on the Company website www.wherrelz.in, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchange i.e. BSE Limited and RTA.
11. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. **Friday, January 17, 2025**. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to wherrelzit@gmail.com in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
13. Members may send an email request to ipo@bigshareonline.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to ipo@bigshareonline.com or contact RTA at - 022 – 62638200.
14. We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at ipo@bigshareonline.com Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Bigshare Services Private Limited either by email to ipo@bigshareonline.com or by post to 1 st Floor, Bharat Tin Works Building, Club House Road, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059.

Postal Ballot Notice

	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debentures) Rules, 2014	Form ISR – 13
	Declaration to opt out	Form ISR – 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR – 4
	The forms for updating the above details are available at www.wherrelz.in	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

15. The Postal Ballot Notice and supporting documents are uploaded on the website of the Company, i.e. www.wherrelz.in and can also be accessed from the website of the BSE at www.bseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of NSDL, i.e., www.evoting.nsdl.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) The voting period begins on **Wednesday, December 18, 2024** at 09.00 A.M. (IST) and end on **Friday, January 17, 2025** at 05.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, December 13, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) 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.

- (iii) 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

<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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. 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 Provide^र
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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. 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 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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) 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.evoting.nsdl.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.evoting.nsdl.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:

	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 Details OR Date of Birth (DOB)	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 login. <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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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 NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) Click on the EVSN for the relevant <WHERRELZ IT SOLUTIONS LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.evoting.nsdl.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 evoting@nsdl.co.in.
 - 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; roopalcs2001p@gmail.com & wherrelzit@gmail.com if they have voted from individual tab & not uploaded same in the NSDL 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 NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or contact at toll free no. 1800 1020 990 and 1800 22 44 30.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. _____(NSDL) National Securities Depository Limited, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 or send an email to evoting@nsdl.co.in or call at toll free no. 1800 1020 990 and 1800 22 44 30

16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023 vide its circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s registrars Bigshare Services Private Limited at ipo@bigshareonline.com.
17. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall

refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

18. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.

By the order of the Board
For Wherrelz It Solutions Limited
Sd/-
Pankaj Narendra Saxena
Managing Director
DIN: 10289985

Date: 14/12/2024

Place: Mumbai

Registered Office:

Plot No. 15, Road 10, Sec -1 New Panvel East, Raigarh, Navi

Mumbai, Maharashtra, India, 410206

CIN: U74999MH2014PLC260236

Email: wherrelzit@gmail.com

Website: www.wherrelz.in

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EXPLANATORY STATEMENT*(Statement pursuant to Section 102 of the Companies Act, 2013)*

The following is the statement setting out the material facts relating to the Special Business mentioned in the accompanying notice dated December 14, 2024 and shall be taken as forming part of the Notice.

ITEM NO. 1

Presently, the Authorized Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lakh Only) divided into 5,00,000 (Five lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

This resolution is passed to ratify and suppress the earlier resolution passed on September 30, 2024 at the 10th Annual General Meeting of the company. In order to ratify and suppress the previous resolution the company hereby increase in capital of the company as mentioned in the resolution no. 1 of this notice or to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital from Rs.50,00,000/- (Rupees fifty lacs Only) divided into 5,00,000 (Five Lacs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Rupees Two Crore Fifty Lakh only) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of Rs. 24,50,00,000 (Rupees Twenty-Four Crore Fifty Lacs only) divided into 2,45,00,000 (Rupees Two Crore Forty-Five Lakh only) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 1 for the approval of the Members by way of passing **Special Resolutions**.

ITEM NO. 2

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company had borrowed money from Balaji Forex India Pvt Ltd, Blackberry Saris Pvt Ltds, Comly Electrical Private Limited, Matrix Life Care Pvt Ltd, Morning Vinimay Private Limited, Tripurari Deltrade Pvt Ltd and entered into the loan agreement on as per the table mentioned below. The Board of Directors in their meeting held on December 14, 2024 accorded approval of adding clause for conversion of any loan that the Company had borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company upto amount of INR 37,30,52,000 /-, and such loan can be converted into the Equity Shares of the Company by participating into the Right Issue or through Preferential Allotment or through any other mode, at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid-up Equity Shares of the Company. Details of lenders and loan agreement is mentioned below:

Name of the Lender	Balaji Forex India Pvt Ltd	Blackberry Saris Pvt Ltds	Comly Electrical Private Limited	Matrix Life Care Pvt Ltd	Morning Vinimay Private Limited	Tripurari Deltrade Pvt Ltd
Purpose of entering into the agreement	To borrow money to meet the working capital	To borrow money to meet the working capital	To borrow money to meet the working capital	To borrow money to meet the working capital	To borrow money to meet the working capital	To borrow money to meet the working capital

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	requirements of the company.	requirements of the company.	requirements of the company.	requirements of the company.	requirements of the company.	requirements of the company.
Amount of Borrowing	Rs. 5,92,42,000	Rs. 3,92,42,000	Rs. 6,48,42,000	Rs. 7,32,42,000	Rs. 8,22,42,000	Rs. 5,42,42,000
Nature of Loan	Unsecured term loan	Unsecured term loan	Unsecured term loan	Unsecured term loan	Unsecured term loan	Unsecured term loan
Tenure	Repayable on demand	Repayable on demand	Repayable on demand	Repayable on demand	Repayable on demand	Repayable on demand
Date of entering into original Loan Agreement	18-01-2024	18-01-2024	18-01-2024	09-01-2024	09-01-2024	25-01-2024

Accordingly, the Board recommends the resolution as set forth in the item no. 2 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to add the clause of conversion of whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing **Special Resolutions.**

ITEM NO. 3

In order to expand the Company's present scope of operations and to avail the opportunity present in market, the Company is planning to pursue the current business along with coal and other minerals, solar and EPC Contracting and to set up and operate a pan India Entity

This will enable Company to expand the scope from its business and set, manage and operate new platforms.

To commence the proposed new business activities, the Object Clause [Clause 3 (A)] of the Memorandum of Association of the Company needs to be altered.

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to diversify its scope of operations by inserting 13 new objects instead of current objects as stated in special resolution set out at Item No.: 3.

The above amendment would be subject to the approval of the Registrar of Companies, Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary. A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution and thereby board recommends Special Resolution set out as Item No. 3 for seeking Member's approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 3 for the approval of the Members by way of passing **Special Resolutions.**

ITEM NO. 4

The registered office of the company is presently situated at Plot No. 15, Road 10, Sec -1 New Panvel East, Raigarh, Navi Mumbai, Maharashtra, India, 410206. With a view to improve operational efficiency of the company, the Board of Directors is proposing for

shifting of the registered office of the company to Unit No. 1 of Office No. 822, The Summit Business Bay, Opp. WEH Metro Station, Andheri, West Mumbai-400 069.

In accordance with the provisions of Section 12(5) of the Companies Act, 2013, except on the authority of a special resolution passed by a company, the registered office of the company shall not be changed, outside the local limits of any city, town or village where such office is situated.

Accordingly, consent of the members of the company is sought for passing a Special Resolution as set out at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 4 of this Notice, except to their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 4 for the approval of the Members by way of passing **Special Resolutions.**

By the order of the Board
For Wherrelz It Solutions Limited
Sd/-
Pankaj Narendra Saxena
Managing Director
DIN: 10289985

Date: 14/12/2024
Place: Mumbai

Registered Office:

Plot No. 15, Road 10, Sec -1 New Panvel East, Raigarh, Navi
Mumbai, Maharashtra, India, 410206
CIN: U74999MH2014PLC260236
Email: wherrelzit@gmail.com
Website: www.wherrelz.in