

Srestha Finvest Limited

[CIN : : L65993TN1985PLC012047]

Regd. Office : Door No. 19 & 20, General Muthiah Mudali Street, Sowcarpet, Chennai – 600003

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NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of Srestha Finvest Limited (“Company”), by means of Ordinary/Special Resolutions through the process of Postal Ballot/by electronic means (“e-voting”).

Approval of Members of the Company is sought for:

1. PREFERENTIAL ALLOTMENT OF UPTO 25,00,00,000 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY.

The Company seeks consent of members for the aforesaid proposal through resolutions specified below. An Explanatory Statement under Section 102(1) of the Act setting out the required material facts relating to the resolutions are annexed and are sent to you along with this Postal Ballot Notice for your consideration and approval.

The appended Resolutions shall be deemed to have been passed, if approved by requisite majority.

The Board has, in their duly convened Board Meeting, in compliance with Rule 22(5) of the aforesaid Rules, appointed M/s. Kumar G & Co., Company Secretaries, as the Scrutinizer, (“Scrutinizer”) for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Company has availed e-voting services from Central Depository Services (India) Limited (“CDSL”).

In terms of Section 108 of the Companies Act, 2013 and Rule 20(1) of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide its shareholders the facility to exercise their vote by post or through electronically means for transacting the items of business(es) through Postal Ballot.

However, in the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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 8, 2021 and 3/2022 dated May 5, 2022 wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till December 31, 2022 vide its aforesaid circular No. 3/2022. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, mutatis mutandis to this respect of passing of certain items only through postal ballot without convening a general meeting.

In light of the above circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of e-voting to all its members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode.

Upon Completion of the Scrutiny of the Postal Ballot, the Scrutinizer will submit his report to the Managing Director of the Company. The result of the Postal Ballot would be announced by the Managing Director of the Company or by any person as may be authorized by them on and before at 5.00 PM on Friday, October 21, 2022, at Registered Office and the same will be displayed on the Notice Board of the Company at its Registered Office besides being communicated to the Stock Exchanges, where shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.srestha.co.in.

SPECIAL BUSINESS

Item of businesses requiring consent of shareholders through Postal Ballot/ e-voting:

The members are requested to consider and if thought fit, pass the following resolution(s):

1. PREFERENTIAL ALLOTMENT OF UPTO 25,00,00,000 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY.

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 25,00,00,000 (Twenty Five

Crore) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to Non-Promoter Category, on preferential basis, at an issue price of Rs. 2/- (Rupees Two Only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 50,00,00,000/- (Rupees Fifty Crore Only), on such further terms and conditions as may be finalized, to the below mentioned persons (“Proposed Allottees”):

S.N	Proposed Allotees (Non- Promoter)	CIN	No of warrants to be allotted
1	M/s. Aryadeep Infrahomes Pvt Ltd.	U74999WB2012PTC179183	2,50,00,000
2	M/s. Phagun Enterprises Pvt Ltd.	U02005WB2014PTC202445	2,50,00,000
3	M/s. Waybroad Trading Pvt Ltd.	U51909OR2022PTC039715	2,50,00,000
4	M/s. Nexus Niwas Pvt Ltd.	U51909WB2007PTC119497	2,50,00,000
5	M/s. Kalashdhan Barter Pvt Ltd.	U70109WB2012PTC176366	2,50,00,000
6	M/s. Arrowspace Advisors Pvt Ltd.	U74999WB2012PTC174679	2,50,00,000
7	M/s. Woodland Retails Pvt Ltd.	U74999WB2011PTC169286	2,50,00,000
8	M/s. Shristidata Distributors Pvt Ltd.	U51909WB2012PTC177851	2,50,00,000
9	M/s. Ambashree Distributors Pvt Ltd.	U51909WB2012PTC177866	2,50,00,000
10	M/s. N. S. Longia Parivahan Pvt Ltd.	U63011WB2010PTC151357	2,50,00,000
Grand Total			25,00,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Monday, September 19, 2022 i.e., being the date, which is 30 days prior to the last date of voting (i.e., Wednesday , October 19 2022).

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares shall happen only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- (Rupees Two Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

by order of the board of
Srestha Finvest Limited

Jitendra Kumar Bafna
Company Secretary

Date: September 16, 2022

Place: Chennai

NOTES

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. In the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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 8, 2021 and 3/2022 dated May 5, 2022, wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till December 31, 2022 vide its aforesaid circular no. 3/2022 dated May 5, 2022.

Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, mutatis mutandis to this respect of passing of certain items only through postal ballot without convening a general meeting.

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, April 22, 2022 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”). For Members who have not registered their e-mail address so far, are requested to register their e-mail address by sending an e-mail to the Company/RTA directly.
4. The Board of Directors (“The Board”) has appointed M/s. Kumar G & Co., Company Secretaries, as the Scrutinizer, for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
5. Member(s) whose names appear on the Register of Members/ List of Beneficial Owner(s) as on the cut-off date i.e. Friday, September 16, 2022, will be considered for the purpose of e-voting.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed through postal ballot and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system which will be provided by CDSL.
7. The voting period begins on Tuesday, September 20, 2022 (9.00 AM.) and ends on Wednesday, October 19, 2022 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, September 16, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
8. Member(s) having any grievance(s) pertaining to Postal Ballot process can contact to Mr. Jitendra Kumar Bafna, Company Secretary, Tel: 044-40057044 and email id: srestha.info@gmail.com.

9. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the result for each of the resolution forming part of the Notice of Postal Ballot. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
10. After completion of the scrutiny of the Postal Ballot Forms and collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Managing Director of the Company.
11. The result of Postal Ballot would be announced by the Managing Director of the Company on or before Friday, October 21, 2022, at 5.00 P.M. (within 48 hours from the closure of e-voting/postal ballot voting) on Stock Exchange(s), where shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's Website i.e. www.srestha.co.in and on the website of the Central Depository Services (India) Limited at <https://evoting.cdslindia.com>
12. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i. e. Wednesday, October 19, 2022.
13. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. Friday, September 16, 2022.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/mobile, is explained in the instructions given herein below:

(a) Information and Instructions For E-Voting by Individual Shareholders holding shares of the Company in Demat Mode

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the eVoting 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 eVoting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the eVoting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page or click on Method https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of eVoting 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 eVoting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e Voting period.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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>
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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

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID"/ "Forgot Password" options available on the websites of Depositories / Depository Participants.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

(b) Information and Instructions For E-Voting by shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. 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	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for SRESTHA FINVEST LIMITED.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. 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.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; srestha.info@gmail.com not later than 5.00 p.m. on and before Friday, October 21, 2022, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(c) Procedure for procuring User ID and Password for e-voting 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's email id i.e., srestha.info@gmail.com
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 remote e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No. 1:

The Special Resolution contained in Item No. 1 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 25,00,00,000 (Twenty-Five Crore) Fully Convertible Warrants ('Warrants') carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant on preferential basis, at an issue price of Rs. 2/- aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores only) for cash.

The proposed Preferential Issue is to be issued to the persons belonging to Non-Promoter Category. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on September 16, 2022.

The approval of the members is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The proceeds of the issue will be utilized for expansion plan, meeting working capital requirements, and other general corporate purposes of the Company.

II. Particulars of the offer including the maximum number of specified securities to be issued:

25,00,00,000 (Twenty-Five Crore) Warrants of face value of Rs. 2/- each at an issue price of Rs. 2/- each, aggregating up to Rs. 50,00,00,000/- (Rupees Fifty Crores only). The conversion of warrants into equity shares is to be done before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations, 2018.

III. The intent of the promoters, directors, or key management personnel of the issuer to subscribe to the offer: Not Applicable

IV. The Shareholding Pattern of the issuer before and after the preferential issue.

Category	Pre-Issue Shareholding Structure		Equity shares to be allotted	Post Issue Shareholding	
	No. of shares	% of shareholding		No. of shares	% of shareholding
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	0	0.00	0	0	0.00
b) Bodies Corporate	0	0.00	0	0	0.00
Total Promoter Shareholding	0	0.00	0	0	0.00

B) Public Shareholding					
B1) Institutional Investors	0	0.00	0	0	0.00
B2) Central Govt./State Govt./POI	0	0.00	0	0	0.00
B3) Non-Institutional Investors					
Individuals	7,95,04,805	96.37	-	7,95,04,805	23.91
Body Corporate	9,40,500	1.14	25,00,00,000	25,09,40,500	75.47
Others (Including NRI)	20,54,695	2.49	-	20,54,695	0.62
Total Public Shareholding B=B1+B2+ B3	8,25,00,000	100	25,00,00,000	33,25,00,000	100
C) Non-Promoter - Non-Public	0	0	0	0	0
Grand Total (A+B+C)	8,25,00,000	100	25,00,00,000	33,25,00,000	100

Notes:

- Pre-preferential shareholding structure is derived from the Shareholding Pattern filed by the Company for the Quarter ended June 30, 2022
- Post shareholding structure is prepared considering full subscription and conversion of warrants, and may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be complete:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution i.e. October 19, 2022.

VI. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

VII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S.N.	Name of the proposed allottee	Category	Name of Ultimate Beneficial Owner
1	M/s. Aryadeep Infrahomes Pvt Ltd.	Non- Promoter	Mr. Barun Kumar Jha
2	M/s. Phagun Enterprises Pvt Ltd.	Non- Promoter	Mr. Sumit Banerjee
3	M/s. Waybroad Trading Pvt Ltd.	Non- Promoter	Ms. Laxmi Kanta Haldar
4	M/s. Nexus Niwas Pvt Ltd.	Non- Promoter	Mr. Leelam Chand Tak
5	M/s. Kalashdhan Barter Pvt Ltd.	Non- Promoter	Mr. Jisu Mathur Das
6	M/s. Arrowspace Advisors Pvt Ltd.	Non- Promoter	Mr. Deepak Singh
7	M/s. Woodland Retails Pvt Ltd.	Non- Promoter	Ms. Reena Ram
8	M/s. Shristidata Distributors Pvt Ltd.	Non- Promoter	Mr. Suresh Mahali
9	M/s. Ambashree Distributors Pvt Ltd.	Non- Promoter	Ms. Archana Singh
10	M/s. N. S. Longia Parivahan Pvt Ltd.	Non- Promoter	Mr. Suresh Kumar Singh

VIII. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Name	Pre-Issue Shareholding Structure		Equity shares to be allotted	Post Issue Shareholding	
	No. of shares	% of shareholding		No. of shares	% of shareholding
Non-Promoter Category					
M/s. Aryadeep Infracomes Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. Phagun Enterprises Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. Waybroad Trading Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. Nexus Niwas Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. Kalashdhan Barter Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. Arrowspace Advisors Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. Woodland Retails Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. Shristidata Distributors Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. Ambashree Distributors Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52
M/s. N. S. Longia Parivahan Pvt Ltd.	0	0	2,50,00,000	2,50,00,000	7.52

There will be no change in the control or management of the Company pursuant to the proposed preferential issue of Warrants and Equity Shares upon conversion of the Warrants. However, voting rights will change in tandem with the shareholding pattern.

IX Lock-in Period:

- The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations. Though none of the proposed allottees have any pre-preferential shareholding.

X. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Monday, September 19, 2022, for the purpose of computation of issue price of Equity Shares.

The Equity Shares of the Company are listed on BSE Limited ('BSE') and Metropolitan Stock Exchange of India Limited ("MSE") and are frequently traded as per the provisions of SEBI ICDR Regulations as on the Relevant Date. Also, the allotment to the proposed allottees belonging to Public Category would be more than 5% of the post issue fully diluted share capital. Thus, in compliance with the Regulation 166A of the SEBI (ICDR) Regulations, 2015 as the preferential issue to the proposed allottees is more than 5% of the post issue fully diluted share capital of the Company, the minimum issue price per equity share is higher of the price determined through following methods was considered:

- a) The Equity Shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded as per provisions of ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to Rs. 1.32/- each.
- b) The price determined through Valuation report of Mr. Angad Singh, Registered valuer (IBBI/RV/03/2021/14621) i.e., Rs. 2/- per Equity Share. The said report is available on the website of the Company at www.srestha.co.in.
- c) Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Management of the Company decided to issue these Equity Shares to be allotted on preferential basis to the proposed allottees at par with the nominal value of the Equity Share i.e. Rs. 2/- (Rupees Two only) each.

XI. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XII. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable

XIII. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Name of the allottees	Current Status	Post Status
M/s. Aryadeep Infrahomes Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. Phagun Enterprises Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. Waybroad Trading Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. Nexus Niwas Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. Kalashdhan Barter Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. Arrowspace Advisors Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. Woodland Retails Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. Shristidata Distributors Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. Ambashree Distributors Pvt Ltd.	Non- Promoter	Non- Promoter
M/s. N. S. Longia Parivahan Pvt Ltd.	Non- Promoter	Non- Promoter

XIV. Practicing Company Secretary's Certificate:

The certificate from M/s. Kumar G & Co. (COP: 7579), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue.

The said certificate is available on the website of the Company at www.srestha.co.in.

XV. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ 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 respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

by order of the board of
Srestha Finvest Limited

Date: September 16, 2022
Place: Chennai

Jitendra Kumar Bafna
Company Secretary

Srestha Finvest Limited

[CIN : : L65993TN1985PLC012047]

Regd. Office : Door No. 19 & 20, General Muthiah Mudali Street, Sowcarpet, Chennai – 600003

Tel: 044-4005 7044| Web : www.srestha.co.in | E-mail: : srestha.info@gmail.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No. :

1. Name and the Registered Address of the Sole/First Named Member :
2. Name of the Joint Holder(s), if Any :
3. Registered Folio No. / DP Id No.* /Client Id No.* :
(*applicable to investors holding shares in dematerialized form)
4. Number of Equity Shares held :

I/We hereby exercise my/our vote(s) in respect of the following resolution(s) to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated September 16, 2022, by conveying my/our assent or dissent to said resolution(s) by placing the tick mark (√) in the appropriate box below:

Sl.	No Description of Resolution(s)	Type of the Resolution	No. of Equity Share held by me/us	I/We dissent to the resolution (For)	I/We dissent to the resolution (Against)
1	Preferential allotment of up to 25,00,00,000 fully convertible warrants to the persons belonging to non-promoter category.	Special			

Place :

Date:

Signature of the Equity Shareholder

Member holding equity shares in physical form are requested to provide his email Id here:_____

Members holding shares in electronic form who have not registered their email Id with Depository Participants ('DP') may update their email Ids with respective DP.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD
220917005		

Last date for receipt of Postal Ballot Form by Scrutinizer is Wednesday, October 19, 2022 on or before 05.00 p.m. IST.

Note: Please read the instructions given overleaf before exercising your vote through this Postal Ballot Form.

INSTRUCTIONS FOR FILLING POSTAL BALLOT FORM

1. If a member exercise voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope (if posted in India). Postage will be borne by the Company. Member(s) residing outside India should stamp the envelope appropriately.
3. A member may vote through e-voting as per “The instructions for shareholders voting electronically” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his/ her absence, by the next-named member.
5. Corporate/ Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative (s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (√) in the appropriate box.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. on Wednesday, October 19, 2022 such member has not been received.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member /beneficial owner (in case of electronic shareholding) as on cut off date i.e Friday, September 16, 2022.
9. The vote (s)of a member will be considered invalid inter alia on any of the following grounds:
 - a) Postal Ballot Form other than one issued by the Company is used;
 - b) If the member’s signature does not tally;
 - c) If the Postal Ballot Forms is unsigned, incomplete or incorrectly filled;
 - d) If the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - e) If the Postal Ballot Form is received torn or defaced or mutilated.
 - f) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member.

10. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may request for a Postal Ballot Form, the registered office of the Company & Company Secretary, Tel: 044-40057044 and email id: srestha.info@gmail.com.

However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. on Wednesday, October 19, 2022.

11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelope. Any extraneous paper found in such envelop would be destroyed by the Scrutinizer and the Company would not act on the same.