

# SRESTHA FINVEST LIMITED

June 13, 2023

Listing Compliance Department  
**BSE Limited**  
Phirozee Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400 001

**Metropolitan Stock Exchange of India Limited**  
Agastya Corporate Park, Building A, Unit 205A, 2nd  
Floor, Piramal, Lal Bahadur Shastri Rd, Kurla West,  
Mumbai,  
Maharashtra 400070

**Scrip Code: 539217**

**Symbol: SRESTHA**

## **Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Ma'am,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of Postal Ballot dated June 13, 2023 that has been sent to the members on June 13, 2023 for seeking their approval by means of postal ballot through remote e-voting on the following business items:

S. No	Description of Resolution(s)	Type of Resolution
1	Preferential allotment of upto 25,00,00,000 (Twenty-Five Crores Only) Fully Convertible Warrants to the persons belonging to Non-Promoter, Public Category	Special
2	Increase in Authorized Share Capital of the Company and consequent alteration in capital clause of the Memorandum of Association of the Company	Special

The Postal Ballot Notice has been sent to the members holding shares of the Company as on Cut-off date i.e., June 9, 2023, by e-mail to those Members who have already registered their e-mail address with their depository participant/s or the Company's Registrar and Share Transfer Agent, M/s. Purva Shareregistry India Private Limited.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its Members. The e-voting facility will be available during the following period:

<b>Commencement of e-Voting</b>	Wednesday, June 14, 2023 [From 9.00 a.m. (IST)]
<b>End of e-Voting</b>	Thursday, July 13, 2023 [Upto 5.00 p.m. (IST)]

We request you to kindly take the above information on record and oblige.

**Thanking You,**

**Yours faithfully,**

**For Srestha Finvest Limited**

A. JITENDRA  
KUMAR BAFNA

Digitally signed by A.  
JITENDRA KUMAR BAFNA  
Date: 2023.06.13 18:02:04  
+05'30'

**A. Jitendra Kumar Bafna**  
**Company Secretary & Compliance Officer**

# SRESTHA FINVEST LIMITED

CIN: L65993TN1985PLC012047

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

Tel No: 044 – 4005 7044

Website: [www.srestha.co.in](http://www.srestha.co.in); E-mail ID: [srestha.info@gmail.com](mailto:srestha.info@gmail.com)

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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 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 LTD (“Company”), by means of Special Resolutions through the process of by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

Approval of Members of the Company is sought for:

- 1. PREFERENTIAL ALLOTMENT OF UPTO 25,00,00,000 (TWENTY-FIVE CRORES ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER, PUBLIC CATEGORY**
- 2. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

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

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 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, 3/2022 dated May 05, 2022, and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, 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. **Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.**

The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting

are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

**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.

After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman/Executive Director of the Company. The result of the Postal Ballot would be announced by the Chairman/Executive Director or by any person as may be authorized by him on and before Friday, July 14, 2023 and the same shall be 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](http://www.srestha.co.in).

## **SPECIAL BUSINESS**

### **Item of businesses requiring consent of shareholders through Postal Ballot (remote 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 (TWENTY-FIVE CRORES ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER, PUBLIC 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 listing agreement executed with the Stock Exchanges, 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 LODR 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 Crores only) Fully Convertible Warrants

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

S.No	Proposed Allottees	Category (Promoter/ Non-Promoter, Public)	Maximum No of warrants to be allotted
1	M/s. Tumpkinsharp Trading Private Limited	Non-Promoter, Public	2,50,00,000
2	M/s. Fartile Trading Private Limited	Non-Promoter, Public	2,50,00,000
3	M/s. Moppingtopping Trading Private Limited	Non-Promoter, Public	2,50,00,000
4	M/s. Ultimateannex Trading Private Limited	Non-Promoter, Public	2,50,00,000
5	M/s. Mariango Trading Private Limited	Non-Promoter, Public	2,50,00,000
6	M/s. Mocktail Trading Private Limited	Non-Promoter, Public	2,50,00,000
7	M/s. Pearl Dealers Private Limited	Non-Promoter, Public	2,50,00,000
8	M/s. Sonar Bangla Career Academy Private Limited	Non-Promoter, Public	2,50,00,000
9	M/s. Sandhil Consultancy Services Private Limited	Non-Promoter, Public	2,50,00,000
10	M/s. Starlink Management Services Private Limited	Non-Promoter, Public	2,50,00,000
<b>Total</b>			<b>25,00,00,000</b>

**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 Tuesday, June 13, 2023 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. July 13, 2023).

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

- a) The conversion of warrants into equity shares is to be done on or 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, being allotted to the Proposed Allottees, at the discretion of Board of Directors or Board Committee, may be listed on the Stock Exchanges in terms of Chapter V of SEBI (ICDR) Regulations.

- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- g) Warrants shall be issued and allotted by the Company only in dematerialized form.
- h) 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).
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- k) 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. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.”

**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 Wholetime Director 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/board.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Wholetime Director and/or 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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt

that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Wholetime Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

## **2. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL 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(s) as a **Special resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present 66,00,00,000/- (Rupees Sixty Six Crores) to Rs. 1,17,00,00,000/- (Rupees One Hundred and Seventeen Crores).

**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. 1,17,00,00,000/- (Rupees One Hundred and Seventeen Crores) consisting of 58,50,00,000 (Fifty-Eight Crore and Fifty Lakhs) Equity Shares of face value Rs.2/- (Rupees Two Only) each.***

**RESOLVED FURTHER THAT** any director and/or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

by order of the board of  
**Srestha Finvest Limited**

A. JITENDRA  
KUMAR BAFNA

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JITENDRA KUMAR BAFNA  
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**Jitendra Kumar Ashkaran Bafna**  
**Company Secretary and Compliance Officer**

Date: June 13, 2023

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 compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 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, 3/2022 dated May 05, 2022, and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, 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. **Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.**

The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

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, June 9, 2023 (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, June 9, 2023, 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 Wednesday, June 14, 2023 (9.00 AM.) and ends on Thursday, July 13, 2023 (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 i.e. Friday, June 9, 2023 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 Ashkaran Bafna, Company Secretary, Tel: 044-40057044, and email id: [srestha.info@gmail.com](mailto: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 collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman/ Executive Director of the Company.
11. The result of Postal Ballot would be announced by the Chairman/ Executive Director or any person authorised by him on or before Friday, July 14, 2023, 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](http://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. Thursday, July 13, 2023.
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, June 9, 2023.

### 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) Individual shareholders holding shares of the Company in demat mode

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
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li>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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; 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</li> </ol>



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

<p>Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b></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.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000.

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

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

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	<p>Enter your 10digit 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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence</li> </ul>

	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. • 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

7. After entering these details appropriately, click on “SUBMIT” tab.
8. 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
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
10. Click on the EVSN for **Srestha Finvest Limited** (“the company”)
11. 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
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**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/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

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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

**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, has 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 Crores only) 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, Public Category’, on preferential basis, at an issue price of Rs.2/- (Rupees two Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs.50,00,00,000/- (Rupees Fifty Crores only),

The proposed Preferential Issue is to be issued to the persons belonging to ‘Non-Promoter, Public Category’ as per the details disclosed in the respective resolution. 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 June 13, 2023.

The approval of the members is accordingly being sought by way of passing 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 for Item No. 1 of the Notice.

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, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

**I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price**

The Board of Directors at its meeting held on June 13, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 25,00,00,000 (Twenty

Five Crores only) Fully Convertible Warrants at an issue price of Rs.2/- (Rupees two Only) for an aggregate amount of up to Rs.50,00,00,000/- (Rupees Fifty Crores only),for cash, by way of a preferential issue to the persons belonging to 'Non-Promoter, Public Category.

## **II. Objects of the Preferential Issue**

### **Objects of the proposed Fund Raising under separate head:**

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds to one or more, or any combination of the following: (a) working capital requirements, meeting various expenditure of the Company including contingencies; (b) any other cost incurred towards the objects of the Company; (c) to augment the capital base of the company (d) financing of business opportunities, strategic initiatives; (e) general corporate purposes.

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

Though the requirement stipulated by BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore

### **Schedule of Implementation and Deployment of Funds**

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by March, 2025.

### **Interim Use of Proceeds**

Our management will have flexibility in deploying the Proceeds received by our Company from the Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, our Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws.

## **III. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of warrants is Tuesday, June 13, 2023 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. July 13, 2023).

## **IV. Basis on which the price has been arrived at and justification for the price (including premium, if any);**

The Equity Shares of the Company are listed on BSE Limited and Metropolitan Stock Exchange of India Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. 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 warrant 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 warrants may be issued computes to Rs. 1.14/- each.

b) The price determined through Valuation report of Mr. Angad Singh, Registered valuer (IBBI/RV/03/2021/14621) i.e., Rs. 2/- per warrant. The said report is available on the website of the Company at [www.srestha.co.in](http://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

After considering the above, management of the company decided to issue these warrants to be allotted on preferential basis to the proposed allottees at a price of Rs. 2/- (Rupees Two only) each as the securities cannot be issued below the face value as per Section 53 of Companies Act, 2013. Thus, Fair Value of warrants will be Rs. 2/- (Rupees Two only) each.

**V. Amount which the company intends to raise by way of such securities;**

Aggregate amount of up to Rs.50,00,00,000/- (Rupees Fifty Crores only).

**VI. Name and address of valuer who performed valuation;**

Mr. Angad, 4746, Sector-125, New Sunny Enclave, Mohali – 140301, Punjab, Registered valuer (IBBI Regd. No. IBBI/RV/03/2021/14261)

**VII. Principal terms of Assets charged as securities:** Not Applicable

**VIII. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

**IX. Valuation for consideration other than cash:** Not Applicable

**X. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

None of the Promoters or promoter group or Directors or key managerial personnel of the Company intend to subscribe to the offer.

**XI. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** Nil

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

Category	Pre-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of shares	%		No. of shares	% *
<b>A) Promoter Shareholding</b>					
Indian					

a) Individuals & HUF	-	0.00	-	-	0.00
b) Body Corporates	-	0.00	-	-	0.00
c) Any Other(specify)	-	0.00	-	-	0.00
<b>Sub Total (A)(1)</b>					
2) Foreign Promoters	-	0.00	-	-	0.00
Total Promoter Shareholding A=A1 +A2	-	0.00	-	-	0.00
<b>B) Public Shareholding</b>					
B1) Institutional Investors	-	0.00	-	-	0.00
B2) Central Govt./Stat Govt./POI	-	0.00	-	-	0.00
<b>B3 Others</b>					
a) Individuals	7,94,11,009	24.06	-	7,94,11,009	13.69
b) Body Corporate	24,84,66,750	75.29	25,00,00,000	49,84,66,750	85.94
c)Others (Including NRI, Clearing Members, HUF)	21,22,241	0.65	-	21,22,241	0.37
<b>Total Public Shareholding B=B1+B2+ B3</b>	<b>33,00,00,000</b>	<b>100.00</b>	<b>-</b>	<b>58,00,00,000</b>	<b>100.00</b>
C) Non-Promoter - Non-Public	-	0.00	-	-	0.00
<b>Grand Total (A+B+C)</b>	<b>33,00,00,000</b>	<b>100.00</b>	<b>25,00,00,000</b>	<b>58,00,00,000</b>	<b>100.00</b>

\* These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 1,16,00,00,000/- (Rupees One Hundred and Sixteen Crores) divided into 58,00,00,000 (Fifty Eight Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each.

Notes:

- (1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. June 9, 2023
- (2) Post shareholding structure may change depending upon any other corporate action in between.

### **XIII. Proposed time limit within which the allotment shall be completed:**

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. July 13, 2023 provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

### **XIV. 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:**

The Company has not made any preferential allotment during the period from April 1, 2023 till the date of this Notice. However, during the financial year 2022-23, Board of Directors of the Company at its meeting held on October 27, 2022 approved the allotment of 24,75,00,000 Fully Convertible Warrants (“Warrants”) of face value of Rs. 2/- each to the certain allottees and these warrants have been converted into equity shares by the Board of Directors at its meeting held on February 13, 2023.

### **XV. 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. No.	Name of the proposed allottee	Category	Type of securities	Name of Ultimate Beneficial Owner
1	M/s. Tumpkinsharp Trading Private Limited	Non Promoter-Public	Warrants	Laxmi Kanta Halder

2	M/s. Fartile Trading Private Limited	Non Promoter-Public	Warrants	Sounak Banerjee
3	M/s. Moppingtopping Trading Private Limited	Non Promoter-Public	Warrants	Aditya Biswas and Santu Biswas
4	M/s. Ultimateannex Trading Private Limited	Non Promoter-Public	Warrants	Rahul Roy and Shirsendu Dutta
5	M/s. Mariango Trading Private Limited	Non Promoter-Public	Warrants	Tarit Sarkar and Nirmal Murmu
6	M/s. Mocktail Trading Private Limited	Non Promoter-Public	Warrants	Debangshu Dutta and Priyom Dey
7	M/s. Pearl Dealers Private Limited	Non Promoter-Public	Warrants	Mahadeb Sau
8	M/s. Sonar Bangla Career Academy Private Limited	Non Promoter-Public	Warrants	Jayanta Mallick
9	M/s. Sandhil Consultancy Services Private Limited	Non Promoter-Public	Warrants	Manish Agarwal and Dharendra Kumar Singh
10	M/s. Starlink Management Services Private Limited	Non Promoter-Public	Warrants	Ramesh Shaw and Chandan Rajak

**XVI. 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		No. of Warrants to be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)	
	No. of shares	% of		No. of shares	%*
M/s. Tumpkinsharp Trading Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Fartile Trading Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Moppingtopping Trading Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Ultimateannex Trading Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Mariango Trading Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Mocktail Trading Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Pearl Dealers Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Sonar Bangla Career Academy Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Sandhil Consultancy Services Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%
M/s. Starlink Management Services Private Limited	Nil	Nil	2,50,00,000	2,50,00,000	4.31%

\* These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 1,16,00,00,000/- (Rupees One Hundred and Sixteen Crores) divided into 58,00,00,000 (Fifty Eight Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each.

**Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.**



**XVII. Lock-in Period:**

- a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) 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.

**XVIII. 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.

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

<b>Name of the Allottees</b>	<b>Current Status</b>	<b>Post Status</b>
M/s. Tumpkinsharp Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Fertile Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Moppingtopping Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Ultimateannex Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Mariango Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Mocktail Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Pearl Dealers Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Sonar Bangla Career Academy Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Sandhil Consultancy Services Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Starlink Management Services Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category

**XXI. Practicing Company Secretary's Certificate:**

The certificate from M/s. Kumar G & Co., Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [www.srestha.co.in](http://www.srestha.co.in).

**XXII. 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 warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

**Item No. 2**

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and as amended from time to time.

As currently the Company has a very small room in authorised share capital to consider any fund raise, It is proposed to increase the Authorised Share Capital of the Company from 66,00,00,000/- (Rupees Sixty Six Crores) divided into 33,00,00,000 (Thirty Three Crores) Equity Shares having face value of Rs.2/- each to Rs. 1,17,00,00,000/- (Rupees One Hundred and Seventeen Crores) divided into 58,50,00,000 (Fifty Eight Crores and Fifty Lakhs) Equity Shares of face value Rs. 2/- each.

Consequently, the existing clause V (a) of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association shall require approval of the Members.

The Board of Directors recommends the resolution at item no. 2 to be passed as Special Resolution(s). None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item nos. 2 above, except to the extent of their shareholding, if any.

by order of the board of  
**Srestha Finvest Limited**

A. JITENDRA  
KUMAR BAFNA

Digitally signed by A.  
JITENDRA KUMAR BAFNA  
Date: 2023.06.13 15:41:46  
+05'30'

Date: June 13, 2023  
Place: Chennai

**Jitendra Kumar Ashkaran Bafna**  
**Company Secretary and Compliance Officer**