

Date: 06th April, 2022

To
The Manager
Listing Department
1. Bombay Stock Exchange Ltd, Mumbai
2. Metropolitan Stock Exchange of India Ltd, Mumbai.

Dear Sir,

Sub: Notice of Postal Ballot.

Pursuant to Regulation 30 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot for seeking Members' approval.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, April 07, 2022 and ends at 5.00 p.m. (IST) on Friday, May 06, 2022. The results of the Postal Ballot will be announced on or before stipulated timeframe. The detailed procedure for e-voting is set out in the Notice enclosed herewith.

Further, please note that the Company has fixed April 01, 2022 as the Cut-off Date for the eligibility of Members entitled to exercise their e-voting on the aforesaid matter.

The aforesaid document is also available on the website of the Company at www.srestha.co.in.

This is for your information and records.

Thanking you,
Yours faithfully,
For Srestha Finvest Limited

A. JITENDRA
KUMAR
BAFNA

Digitally signed by A.
JITENDRA KUMAR
BAFNA
Date: 2022.04.06
11:26:00 +05'30'

Company Secretary & Compliance Officer

SRESTHA FINVEST LIMITED

CIN: L65993TN1985PLC012047

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

Email: srestha.info@gmail.com | Website: www.srestha.co.in | Tel: 044 – 4005 7044

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given to the shareholders ("Members") of Srestha Finvest Limited ("the Company") pursuant to Section 108 & 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'), Secretarial Standard on General Meetings ('SS-2') issued by Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No.10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (the 'MCA Circulars') that the resolution(s) as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic voting ('e-voting') only.

SPECIAL BUSINESS

1. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61, Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent

of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 16,50,00,000/- (Rupees Sixteen Crores Fifty Lakhs Only) divided into 8,25,00,000 (Eight Crores Twenty-Five Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 66,00,00,000 /- (Rupees Sixty-Six Crores Only) divided into 33,00,00,000 (Thirty-Three Crores) equity shares of Rs. 2/- (Rupees Two) each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place the following:

"The Authorized Share Capital of the Company is Rs. 66,00,00,000 /- (Rupees Sixty-Six Crores Only) divided into 33,00,00,000 (Thirty-Three Crores) equity shares of Rs. 2/- (Rupees Two) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company."

2. To approve the appointment of Mr. Mayurdwajsinh Sahadevsinh Rana (DIN: 09234993) as a Non-Executive Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any amendments thereto or statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mayurdwajsinh Sahadevsinh Rana (DIN: 09234993), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 22, 2021 and who holds office upto the date of the ensuing Annual General Meeting and subject to approval of Reserve Bank of India and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as Non-Executive Director of the Company for a period of 5 (Five) years with effect from October 22, 2021, liable to retire by rotation, on the terms as set out in the Explanatory Statement annexed to the notice.

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To approve the appointment of Mr. Sahadevsinh Babubha Rana (DIN: 09269488) as a Whole-Time Director and Chief Financial Officer (CFO) of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Section 161 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act, as amended from time to time and Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee and subject to approval of Reserve Bank of India, the consent of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Sahadevsinh Babubha Rana (DIN: 09269488) as a Whole-Time Director and CFO of the Company for a period of five (5) years with effect from October 22, 2021 upon the terms and conditions set out in the Statement annexed to the Notice of Postal Ballot (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during

the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sahadevsinh Babubha Rana.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and are hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

4. To approve the appointment of Mrs. Sitaben S Patel (DIN: 02470150) as a Non Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sitaben S Patel (DIN: 02470150), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 28, 2021 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee and subject to approval of Reserve Bank of India, be and is hereby appointed as a Non- Executive Independent Director, to hold office for a term of 5 (five) consecutive years with effect from October 28, 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

5. To approve the appointment of Mr. Hemant Dattatraya Chaudhari (DIN: 06516079) as a Non Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hemant Dattatraya Chaudhari (DIN: 06516079), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 04, 2022 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and based on

recommendation of Nomination and Remuneration Committee and subject to approval of Reserve Bank of India, be and is hereby appointed as a Non- Executive Independent Director, to hold office for a term of 5 (five) consecutive years with effect from January 04, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

**For and on behalf of the Board of Directors
Srestha Finvest Ltd**

Sd/-

Date: 05/04/2022

Place: Chennai

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

Notes:

1. In the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 08, 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 and 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (the “MCA Circulars”), wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice by email to all the shareholders has been extended till June 30, 2022 vide aforesaid MCA General Circular No. 20/2021, also in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions of urgent nature requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.
2. An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, April 01, 2022 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company’s RTA/Depositories.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

5. The Company has engaged Central Depository Services Limited (CDSL) as the agency to provide e-voting services and the business may be transacted through such e-voting system.
6. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
7. The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, April 07, 2022 and ends at 5.00 p.m. (IST) on Friday, May 06, 2022. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
8. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Friday, May 06, 2022.
9. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. Members seeking to inspect the same can send an email from their registered email, to the Company at srestha.info@gmail.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
10. The Board of Directors has appointed Mr. Satyaki Praharaj (FCS: 6458, CoP: 10755), Proprietor of S. Praharaj & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of the Postal Ballot/e-voting along with Scrutinizer's Report shall be displayed on the website of the company at www.srestha.co.in, on the website of CDSL at www.evotingindia.com, and shall also be communicated to the stock exchanges on which the shares of the Company are listed i.e BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively, within stipulated time period.

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<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</p>

	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 eVoting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(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 Friday, May 06,

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 AND SECTION 110 OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Item No. 1

Considering the increased fund requirements of the Company, the Board at its Meeting held on April 05, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakhs Only) divided into 8,25,00,000 (Eight Crores Twenty-Five Lakh) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 66,00,00,000 /- (Rupees Sixty Six Crores Only) divided into 33,00,00,000 (Thirty Three Crores) equity shares of Rs. 2/- (Rupees Two) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company Rs. 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakhs Only) divided into 8,25,00,000 (Eight Crores Twenty-Five Lakh) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 66,00,00,000 /- (Rupees Sixty Six Crores Only) divided into 33,00,00,000 (Thirty Three Crores) equity shares of Rs. 2/- (Rupees Two) each ranking paripassu with the existing Equity Shares in all respects, to create adequate headroom for considering the said fund raising.

Consequently, the existing Clause V 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 will require approval of the Members. A copy of the draft Memorandum of Association of the Company duly amended will be available for inspection, basis the request being sent on srestha.info@gmail.com. The Board of Directors recommends the resolutions at item no. 1 to be passed as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the aforesaid resolution.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Item No. 1 of the accompanying notice.

Item No. 2

The Board of Directors, based on the recommendation of Nomination & Remuneration Committee, had appointed Mr. Mayurdwajsinh Sahadevsinh Rana as Additional Director (Non-Executive) for a period of 5 (Five) years w.e.f. October 22, 2021. The appointment and the terms and conditions of his appointment were subject to approval of the shareholders at the ensuing General Meeting. The Company has received from Mr. Mayurdwajsinh Sahadevsinh Rana all necessary declarations and confirmations including (i) consent in writing to act as a Director in Form DIR-2, (ii) intimation in Form DIR-8 to the effect that he is not debarred or disqualified for the said appointment.

The Nomination & Remuneration Committee and the Board of Directors of the Company are of the opinion that Mr. Gupta is fit and proper person to hold the said office and his appointment as Executive Director will be in the interest of the Company. Mr. Mayurdwajsinh Sahadevsinh Rana will not be paid any sitting fees for attending any meetings of the Board of Directors or Committees thereof. Further details of Mr. Mayurdwajsinh Sahadevsinh Rana have been given in the Annexure to this Notice.

The Board of Directors recommends the ordinary resolution set out at Item No. 2 of this Notice for approval of the Members.

Except Mr. Mayurdwajsinh Sahadevsinh Rana and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the resolutions set out at Item No. 2 of this Notice

Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Sahadevsinh Babubha Rana as an Additional Director with effect from October 22, 2021. The Board of Directors, at the same meeting, also appointed him as the Whole-Time Director and Chief Financial Officer of the Company with effect from October 22, 2021, for a period of five (5) years, subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, he holds office of Additional Director up to the date of the ensuing Annual General Meeting ("AGM") of the Company and is eligible to be appointed as an Whole-Time Director and Chief Financial Officer, whose office shall be not be liable to retire by rotation. The Company has received from Mr. Sahadevsinh Babubha Rana all necessary declarations and confirmations including (i) consent in writing to act as a Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that he is not debarred or disqualified for the said appointment.

The main terms and conditions of the appointment of Mr. Sahadevsinh Babubha Rana (hereinafter referred to as "Executive Director") are given below:

- 1) **Tenure of Appointment:** The appointment as a Whole-Time Director and CFO of the Company is for a period of five (5) years with effect from October 22, 2021.
- 2) **Nature of Duties:** The Executive Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the Company.

3) Remuneration:

a) Salary:

Salary of Rs. 6,00,000/- p.a.

The annual increments, as the case may be, will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The Board of Directors of the Company (including any Committee of Directors) is hereby authorised to vary and/or revise the existing remuneration of Mr. Sahadevsinh Babubha Rana within the overall limits under the Act and Listing Regulations as amended.

- b) **Commission:** The Executive Director shall not be eligible for remuneration by way of commission.

4) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, wherein in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto as minimum remuneration.

5) Other terms of Appointment:

- i. The Executive Director shall not become interested or otherwise concerned, directly or through his spouse and /or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- iii. The agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. All personnel policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.
- v. The terms and conditions of appointment of the Executive Director also include a clause pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.

vi. No sitting fees shall be paid to the Executive Director for attending the meetings of the Board of Directors or Committees thereof. vii. The Executive Director shall not be liable to retire by rotation.

Further details of Mr. Sahadevsinh Babubha Rana have been given in the Annexure to this Notice.

Mr. Sahadevsinh Babubha Rana does not have any relationship with any Director or Key Managerial Personnel of the Company except Mr. Mayurdwajsinh Sahadevsinh Rana in terms of the Act.

The Board of Directors recommends the ordinary resolution set out at Item No. 3 of this Notice of Postal Ballot for approval of the Members.

Except Mr. Sahadevsinh Babubha Rana and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the resolutions set out at Item No. 3 of this Notice.

Item No. 4 & 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Sitaben S Patel and Mr. Hemant D Chaudhari as an Additional Director, under Non-Executive category with effect from October 28, 2021 and January 04, 2022 respectively. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, he/she holds office of Additional Director up to the date of the ensuing Annual General Meeting ("AGM") of the Company and is eligible to be appointed as a Non-Executive Independent Director, whose office shall not be liable to retire by rotation.

In the opinion of the Board, Mrs. Sitaben S Patel and Mr. Hemant D Chaudhari fulfills the conditions for appointment as a Non-Executive Independent Director as specified in the Act and relevant rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and he is independent of the Management and possesses appropriate skills, experience and knowledge which would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Sitaben S Patel and Mr. Hemant D Chaudhari as a Non- Executive Independent Director.

The Company has received from Mrs. Sitaben S Patel and Mr. Hemant D Chaudhari all necessary declarations and confirmations including (i) consent in writing to act as a Director in Form DIR-2, (ii) intimation in Form DIR-8 to the effect that he is not debarred or disqualified for the said appointment. A copy of the draft Letter of Appointment for Independent Directors will be made available for inspection through electronic mode, basis the request being sent on srestha.info@gmail.com. Further details of Mrs. Sitaben S Patel and Mr. Hemant D Chaudhari have been given in the Annexure A to this Notice.

Accordingly, the Board recommends the Special Resolution(s) set out at Item No. 4 and 5 of the Notice for the approval by the Members of the Company.

Except Mrs. Sitaben S Patel and Mr. Hemant D Chaudhari, none of the Directors of the Company or Key Managerial Personnel and their relatives have any interest, financially or otherwise, in the resolution set out at Item No. 4 and 5 respectively.

**For and on behalf of the Board of Directors
Srestha Finvest Ltd**

**Date: 05/04/2022
Place: Chennai**

**Sd/-
A. Jitendra Kumar Bafna
Company Secretary & Compliance Officer**

Registered Office: Door No. 19 & 20, General Muthiah Mudali Street, Sowcarpet, Chennai - 600003
Email: srestha.info@gmail.com | **Website:** www.srestha.co.in | **Tel:** 044 – 4005 7044
CIN: L65993TN1985PLC012047

ANNEXURE - 1

Details of Directors seeking appointment

Name of the Director	Mrs. Sitaben S Patel	Mr. Mayurdwajsinh Sahadevsinh Rana	Mr. Sahadevsinh Babubha Rana	Mr. Hemant Dattatraya Chaudhari
Date of Birth	15/08/1968	05/10/1999	08/07/1970	30/01/1972
Date of Appointment	28/10/2021	22/10/2021	22/10/2021	04/01/2022
Nature of Appointment	Appointment	Appointment	Appointment	Appointment
Relationship with Directors and Key Managerial Personnel	None	Son of Sahadevsinh Babubha Rana	Father of Mayurdwajsinh Sahadevsinh Rana	None
Qualifications	B.Com	B.B.A	T.Y.B.A	M.B.B.S, MS. ORTHO
Expertise in specific functional area	Finance & Marketing	Accounts	Business development	Adminstration and policy
Directorship in other Companies	Tarang Projects & Consultant Ltd Kailash Auto Finance Ltd Sunstar Realty Development Ltd	Nil	Nil	Chaudhari Orthocare Pvt Ltd
Chairman/Member of Committees of other companies	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil
Skills and capabilities required for the role and the manner in which such requirements are met	Mrs. Sitaben S Patel has financial, operations and governance skills. The Company believes that this inturn will complement to the effective functioning of the Company.	Mr. Mayurdwajsinh Sahadevsinh Rana has necessary skills in areas of Accountancy. The Company believes that this inturn will complement to the effective functioning of the Company.	Mr. Sahadevsinh Babubha Rana has necessary skills in areas of leadership and business management. The Company believes that this inturn will complement to the effective functioning of the Company.	Mr. Hemant Dattatraya Chaudhari has 8 years of experience in the field of financial management. The Company believes that this inturn will complement to the effective functioning of the Company.