

MS SECURITIES LIMITED

(CIN: L01100BR1992PLC004781)

Regd. Office: 601-B, Ashiana Plaza, Budh Marg, Patna (Bihar) 800001
Corporate Office: 303, Prasad Tower, Oppo. Jain Derasar Temple, Nehrunagar
Char Rasta, Ahmedabad-380015
Tel. No.: 9909996192, email: mssecuritieslimited@gmail.com,
website: www.mssl.co.in

Date: 16/05/2023

To,
BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 531039

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013 and Calendar of Events for Postal Ballot

Dear Sir,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We enclose herewith copy of Notice of Postal Ballot dated May 12, 2023 along with Explanatory Statement, and Calendar of Events for Postal Ballot

Calendar of Events for Postal Ballot:

S.N.	Particulars	Proposed date
1.	Cut-off date for ascertaining the list of shareholders/members to whom the notice of Postal Ballot will be sent and also for reckoning voting rights.	May, 12 2023
2.	Date & Time of Commencement Remote E-Voting	May 18, 2023 (09.00 a.m. IST)
3.	Date of Closure of Postal Ballot Voting & E-Voting	June 16 2023 (05.00 p.m. IST)
4.	Submission of the Postal Ballot Report to the Chairman by the Scrutinizer	On or before June 18, 2023
5.	Date of declaration of the Result by the Managing Director or other Directors authorized by the Board	On or before June 18, 2023

You are requested to take the same on your record.

Thanking you,
Yours Faithfully,

For, MS Securities Limited

Pulkit Shah
Director
DIN: 05272041

Encl.: a/a

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POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended (the “**Rules**”) including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard- 2 on General Meetings (“**SS-2**”) and any other applicable laws and regulations, if any, seeking approval of the Members of **MS Securities Limited** (the “**Company**”) on the below appended resolutions by way of Special Resolutions by means of Postal Ballot to vote through Electronic Voting (E-voting) and submission of ballot form as attached with this notice.

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

In compliance with all the applicable Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and Securities Exchange Board of India (“**SEBI**”) this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company / Depositories / RTA, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would take place through submission of physical Postal Ballot Forms as well as E-voting system.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided E-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) as the agency to provide E-voting facility. The instructions for E-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the E-voting process, not later than 17:00 hours IST on **Friday, June 16, 2023**. E-voting facility will be blocked by CDSL immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

The Board of Directors of the Company, at its Meeting held on May 12, 2023 has appointed Mrs. Rupali Modi, Practicing Company Secretary, (Membership No. 25467 & Certificate of Practice No. 11350) Mumbai, as the Scrutinizer for conducting the Postal Ballot through remote E-voting and physical postal ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by any one of the Directors of the Company or the Company Secretary not later than 2 (Two) working days of the conclusion of the Postal Ballot at the Registered Office of the Company. The results of the Postal Ballot shall be posted on the Company’s website viz. www.mssl.co.in and on CDSL website viz. www.evotingindia.com besides communicating to the BSE Limited, where the Shares of the Company are listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of E-voting and submission of physical postal ballot form, i.e., Friday, June 16, 2023.

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SPECIAL BUSINESSES:

1. To Change of Name of the Company and alteration of the memorandum of association for change of Name.

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

“RESOLVED THAT pursuant to the provisions of Section 4(2) & (3), 13(2) read with rule 8 & 29 of Companies (Incorporation) Rules 2014 and other applicable provisions and rules if any, amended till date, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), subject to all such approval as may be required, the consent of the members be and is hereby accorded, to change the name of the company from **“MS Securities Limited”** to **” Swadha Nature Limited”**.

“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the company be substituted by the following: **“Clause I – The name of the company is Swadha Nature Limited”**.

“RESOLVED FURTHER THAT in terms of section 14 of the Companies Act, 2013 the Articles of association of the company be altered by deleting the existing name of the company wherever appearing and substituting it with the new name of the company.”

“RESOLVED FURTHER THAT for purpose of giving effect to this resolution any directors of the company be and is hereby authorized on behalf of the company to do all such acts, deeds, matters, things as deemed necessary and to sign and execute all necessary documents, applications and returns, e-forms and to take all such steps that may be required.”

2. To consider and approve shifting of registered office of the company

*To consider and if though fit to pass with or without modification(s) following resolution as a **Special Resolution**.*

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions and Rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time in force) and subject to the approval of the Central Government and such other approvals, permissions and sanctions as may be required, the consent of the shareholders be and is hereby accorded for shifting the registered office of the Company from **State of Bihar to State of Gujarat** under the jurisdiction of Registrar of Companies, Ahmedabad.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Regional Director, Bihar, the Clause II of the Memorandum of Association of the company be and is hereby altered for change in the situation of the registered office of the company from the “State of Bihar” to the “State of Gujarat” and that, the Clause II of the Memorandum of Association of the Company be read as follows:

II. The registered office of the company will be situated in the State of Gujarat.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file a petition before the Regional Director, Bihar, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and do all such acts, deeds and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company; if so confirmed/ approved by the Regional Director, Bihar.

RESOLVED FURTHER THAT on confirmation / approval of the Eastern Region Regional Director, Patna, the Registered Office of the Company be shifted from “State of Bihar” to the “State of Gujarat”, the Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Gujarat and within the jurisdiction of the Registrar of Companies, Ahmedabad.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that

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may be passed by the Regional Director, Bihar.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to finalize the address of the Registered Office of the Company at Ahmedabad, the State of Gujarat, as they may deem consider appropriate.

RESOLVED FURTHER THAT directors and KMP's are hereby severally authorized to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

3. To give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013.

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

“RESOLVED THAT pursuant to the provisions of section 186 read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate(s) and / or to give guarantee in connection with a loan / any other form of debt to any other body corporate(s) or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter-corporate investments, debt / equity / quasi-equity securities or instruments, derivatives, bonds / debentures (whether fully, partially or optionally convertible or non-convertible) and / or in other financial / money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of Limited Liability Partnership (‘LLPs’) in one or more tranches, whether in India or overseas, upto maximum amount of Rs. 100 Crores (Rupees Hundred Crore only) outstanding at any point of time in addition to the limits prescribed under section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

4. To approve the increase in borrowing powers in excess of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores Only)”

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“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to negotiate with the lending entities and to finalise and execute the documents and deeds as may be applicable for borrowing loan and other financial facilities on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to digitally sign and file e-Form MGT-14 and any other e-forms as may be required to file with the Registrar of Companies and to do all such acts, deeds and things necessary to give effect to this Resolution.”

5. Appointment of Mr. Dipakkumar Hasmukhlal Shah (DIN: 08234203) as Managing Director of the company

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, Mr. Dipakkumar Hasmukhlal Shah (DIN: 08234203) who was appointed as Additional Executive Director of the Company, be and is hereby appointed as Managing Director of the Company for a period of 5 years commencing from May 12, 2023 to October 11, 2028 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary and/or modify the terms and conditions of the said draft agreement that may be entered into including remuneration payable to Mr. Dipakkumar Hasmukhlal Shah in such a manner as may be agreed between the Board and Mr. Dipakkumar Hasmukhlal Shah and also within the limits as prescribed in Schedule-V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration as per Section II of Part II of Schedule V of Companies Act, 2013.;

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

6. Adoption of new articles of association of the company containing regulation in conformity with Companies Act, 2013.

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

“RESOLVED THAT pursuant to provision of section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the Memorandum and

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Articles of Association of the Company and subject to the requisite approvals, consents, permissions and/or sections as may be required if any, the draft regulations containing the Articles of Associations submitted to this meeting and duly initial be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations containing the existing Articles of Association of the Company;

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

Place: Patna

Date: 12.05.2023

By order of the Board of Directors

Sd/-
Pulkit Shah
Director
DIN: 05272041

NOTES:

1. The Statement, pursuant to Section 102 and Section 110 of the Act read with Regulation 17(11) of the Listing Regulations, setting out material facts concerning the business under Item Nos. 1 to 5 of the Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to all those shareholders whose names appear in the register of shareholders/list of beneficial owners as on Friday, May 12, 2023 i.e., the cut-off date and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Accurate Securities & Registry Private Limited (“RTA”) or Depository Participants (“DP”).
3. Notice will also be available on the Company’s website at www.mssl.co.in and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.
4. In compliance with provisions of Section 108 and Section 110 of the Act read with rules made thereunder, Regulation 44 of the Listing Regulations, as amended, and MCA Circulars, the shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility and physical submission of postal form on all the resolutions set forth in this Notice on or before Friday, June 16, 2023. The facility of casting votes will be provided by CDSL.
5. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-Voting. Any person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
6. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Document(s) referred to in the statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date for receipt of votes through e-Voting by writing an email to the Company Secretary at mssecuritieslimited@gmail.com

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8. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING:

- i. E-voting facility will be available during the following period:

Commencement of e-Voting	From 09.00 a.m. IST on May 18, 2023
End of e-Voting	Upto 05.00 p.m. IST on June 16, 2023

The e-Voting module shall be disabled by CDSL upon expiry of aforesaid period.

- ii. During the e-Voting period, shareholders can login at CDSL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.
- iii. The details of the process and manner for e-Voting are explained herein below:

Step 1: Access to CDSL e-Voting system

(A) Individual Shareholders holding securities in demat form

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat form are allowed to vote, by way of a single login credential, through their demat accounts/websites of Depositories/DP. Shareholders are advised to update their mobile number and email Ids in their demat accounts in order to access e- Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat form with CDSL	<p>i. Existing 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 log into Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon and select New System My easi.</p> <p>ii. 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 e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a e-Voting link available on www.cdslindia.com home page. Click on 'OTP Authentication' under tab 'Quick Link' on the home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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Important note: Shareholders 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 form for any technical issues related to login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in Demat form with CDSL	Shareholders 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 22-23058542-43.

(B) Login method for e-Voting for shareholders other than individual shareholders holding in demat form and shareholders holding securities in physical mode.

- i. Visit the e-Voting website of CDSL Open web browser by typing the following URL:
www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. Now enter your User ID
 - a. ForCDSL:16digitsbeneficiaryID,
 - b. ForNSDL:8CharacterDPIDfollowedby8DigitsClientID,
 - a. 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:

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the shareholder id / folio number in the dividend bank details field as mentioned in instruction (iii) above

- vii. After entering these details appropriately, click on “SUBMIT” tab.

(C) E-Voting facility for non-individual shareholders and custodians

- i. 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.
- ii. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. 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.

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- iv. 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.
- v. 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 Id mssecuritieslimited@gmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same

Step 2: Cast your vote electronically on CDSL e-Voting system

- i. 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.
- ii. For shareholders holding shares in physical form, the details can be used only for e-Voting on these solutions contained in this Notice.
- iii. Click on the EVSN for the relevant <MS Securities Limited> on which you choose to vote.
- iv. On the e-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.
- v. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- vi. 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.
- vii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- viii. You can also take a print of the votes cast by clicking on "Click here to print" option on the e-Voting page.
- ix. 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.

9. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDs/MOBILE NO. ARE NOT REGISTERED

Shareholders who have not registered their email Ids/mobile no., are requested to register the same for receiving all communications from the Company electronically and also for e-Voting as per process mentioned below. Upon successful registration of email Id, the login ID and password for e-Voting shall be shared on the shareholder's registered email Id.

- a. **For Physical shareholders-** Shareholders holding equity shares of the Company in physical form and who have not registered their email Ids/mobile no. and/or bank details may register their details with Company's RTA, by clicking the link: <https://accuratesecurities.com/> and following the registration process as guided therein. In case of any query, a shareholder may send an e-mail to RTA at investor@accuratesecurities.com
- b. **For demat shareholders--** Shareholders holding equity shares of the Company in demat form and who have not registered their email Ids/ mobile no. may temporarily register their email Ids/ mobile no. with Company's RTA, by clicking the link: and following the registration process as guided therein. In case of any query, a shareholder may send an email to RTA at investor@accuratesecurities.com. It is clarified that for permanent registration of email Id/ mobile no. and bank details in demat account, shareholders are requested to approach their respective DP and follow the process advised by DP. Alternatively, if you are an individual shareholder holding securities in demat mode, you are requested to refer to the login

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method explained at step 1(A) of Note 9 i.e. login method for e-Voting for individual shareholders holding securities in demat form.

10. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and as per SEBI Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/ CIR/2022/8 dated January 25, 2022, listed companies shall issue securities in dematerialized form only in case of investor service request for matters specified in this circular. In view of the same, shareholders are advised to dematerialize shares held by them in physical form
11. 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.
12. 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 or call on 022- 23058542/43
13. The Board of Directors of the Company has appointed PCS Rupali Modi, Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot through e-Voting in accordance with the provisions of the Act and the Rules and the Listing Regulations in a fair and transparent manner.
14. The Scrutinizer shall, after end of e-Voting period, scrutinize the votes cast through e-Voting, make a Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within two working days after end of e-Voting period and the same, along with the Scrutinizer's Report, shall be placed on the website of the Company (www.mssl.co.in), CDSL (www.evotingindia.com) and shall be communicated to BSE Limited
15. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, June 16, 2023 i.e. the last date specified for receipt of votes through the e-Voting.
16. Information pursuant to Regulation 36(3) as applicable of Securities Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 and Secretarial Standard on General Meeting with regards to the Director seeking appointment/re-appointment in the forthcoming Extra Ordinary General Meeting through Postal ballot (in pursuance of Schedule V of the Companies Act, 2013)

Particulars	Details
Name of the Director	Mr. Dipakkumar Hasmukhlal Shah
DIN	08234203
Reason for Appointment / Change	Appointment as Managing Director
Date of Birth	13/12/1954
Expertise	Management
Experience / expertise in specific functional areas	More than 30 years rich experience in Management & Finance
Date of first appointment on the Board	25/04/2023
Number of equity shares held in the Company	1,78,800 Equity Shares
Terms and condition of appointment	Appointed as Managing Director (MD), liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice
Remuneration to be paid	As determine by Board of director subject to companies act, 2013
Remuneration/Sitting Fees last drawn	Nil
No. of the Board meeting attended in the financial year 202-23	NA

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Relationship with other Directors, Manager, KMP of the company	None
Board membership of other Companies as on 30th September, 2022 (Listed / Unlisted)	Nil
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 30th September, 2022	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	He has been appointed as Managing Director (Promoter/Executive) w.e.f. May 12, 2023 and drawing remuneration.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19	Mr. Dipakkumar Hasmukhlal Shah is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

Place: Patna

Date: 12.05.2023

By order of the Board of Directors

Sd/-
Pulkit Shah
Director
DIN: 05272041

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EXPLANATORY STATEMENT

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

Item No. 1

The Company was engaged in the business of Diversified Commercial Services since incorporation. The Board of directors of company with the approval of members of the company through postal ballot has passed the resolution on November 17, 2022 for change of object to cultivate, grow, produce, harvest raise or deal in agriculture items as agriculturists, farmers or gardeners in place of existing main Business of Company.

It was felt by the board of director of the company that there is a need to change existing name of company which reflect the new business activity of the company. Therefore, in order to reflect true object of the company, the Board of Directors in its meeting on March 21, 2023 has decided to change the name of the company from “**MS Securities Limited**” to “**Swadha Nature Limited**”.

The name Swadha Nature Limited has been approved by the office of Registrar of Companies (Central Registration Centre, Manesar) on May 02, 2023, upon Company’s application for availability of name via SRN AA2179766 dated April 27 2023, which will be valid for 60 days from the date of approval.

The company has complied with regulation 45 of SEBI (LODR) Regulations, 2015 for change the name of the Company. The Company has obtained a certificate from a practicing-chartered accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of SEBI (LODR) Regulations, 2015 and the copy of same is enclosed with the notice for your perusal and marked as **Annexure-I**.

Consequent to the change in name of the Company it is indispensable to amend the Memorandum of Association and Articles of Association of the company so as to comply with the provisions of the Companies Act, 2013.

Change in name of the company, Alteration of memorandum and Articles of Association requires approval of members of the company by way of special resolution.

Your directors recommend the passing of the Resolution No. 01 of the Notice as a **Special Resolution** by the Members.

The Altered Memorandum and Article of Association of the Company with the proposed changes are available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on all working days except Sundays till the date of the meeting.

None of the directors, KMP are concerned or interested in the proposed resolution except to the extent that they hold any shares in the company.

Item No. 2

The members may note that as per Section 12(5) of the Companies Act, 2013, shifting of registered office outside the local limits of any city or town requires approval of shareholders by way of special resolution.

At present Clause II of the Company’s Memorandum of Association provided that the registered office of MS Securities Limited is situated at 601-B, Ashiana Plaza, Budh Marg, Patna- 800001, Bihar. The Company is engaged in the business of Agriculture. The operating teams viz. the sales team, information technology (IT) team, finance team etc, are based out of the Corporate in Ahmedabad, in the state of Gujarat and therefore for smooth and efficient conduct of the Company’s operations, it is proposed to shift the registered office of the Company in the Ahmedabad. The Board of Directors of the Company at its Meeting held on May 12, 2023, approved the shifting the Registered Office of the Company to the “State of Gujarat” and consequential amendments in the Memorandum of Association of the Company, subject to all applicable regulatory approvals. The board of directors found good contact in the field of marketing in the state of Gujarat so it would be convenient for the management to manage the affairs of the company and to handle the business of the company from the state of Gujarat.

Further the Shifting of the registered office to its Corporate Office situated at Ahmedabad would help the Company’s Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business

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operations. The shifting of registered office of the company will not be prejudicial to the interest of any employees, shareholders, creditors or other stakeholders.

It shall be in the utmost interest of the company to transfer its Registered Office from the State of the Bihar (ROC– Patna) to Gujarat (ROC-Ahmedabad).

Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the shifting of registered office from one state to another and consequent alteration of the memorandum of association requires the approval of the members by way of special resolution and approval of the Central Government. Further, approval of lenders would also be required, if any. The existing memorandum as well as the draft memorandum with the proposed amendments is available for inspection and such documents shall be available for inspection at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on all days except Saturday and Sunday and other government holidays till the date of the meeting.

Accordingly, the Board recommends the resolution no. 2 set forth in the notice for approval by the shareholders as a **special resolution**.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution.

Item No. 3

In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital, its free reserves and securities premium account of the Company or, ii) hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

It is proposed to give powers to the Board of Directors or any duly constituted committee thereof, for making this investment or any other future investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to body corporate(s) or person or to acquire or invest funds in inter-corporate investments, upto an amount not exceeding Rs.100 Crores (Rupees Hundred crore only) as per section 186 of the Companies Act, 2013. The above proposal is in the interest of the Company.

Your directors recommend the passing of the Resolution No. 03 of the Notice as a **Special Resolution** by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except to the extent of their directorships and shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given pursuant to this Special Resolution.

Item No. 4

As per provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of a Company could borrow money together with the moneys already borrowed in the ordinary course of business, to the extent of paid-up share capital and free reserves of the Company and for borrowing moneys in excess of the Paid-Up Share Capital and Free Reserves, the approval of the Members of the Company in General Meeting by way of Special Resolution has to be obtained.

The Company borrow funds and may borrow funds from time to time to meet its operational and business requirement for which it is required to obtain approval of the Members by way Special Resolution in General Meeting to authorize to the Board to borrow funds in excess of the Paid-Up Share Capital and Free Reserves.

Hence, Members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve up to Rs. 500 Crores.

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Your directors recommend the passing of the Resolution No. 04 of the Notice as a **Special Resolution** by the Members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 5

The Board of Directors of the company on the recommendation of the Nomination and Remuneration Committee at its meeting held on May 12, 2023, consider and unanimously confirm the appointment, of the Mr. Dipakkumar Hasmukhlal Shah as “Managing Director” of the Company for a period of period of 5 (five) years with effect from May 12, 2023 to October 11, 2028, subject to approval of shareholders of the Company.

Mr. Dipakkumar Hasmukhlal Shah has expertise, knowledge and business acumen required for managing the overall business of the Company and his appointment as Managing Director would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Dipakkumar Hasmukhlal Shah is commensurate with the industry and size of the Company.

The terms and conditions are set out herein below:

1. Tenure Of Appointment:

The appointment of Mr. Dipakkumar Hasmukhlal Shah as Managing Director (MD) is for a period of 5 years with effect from May 12, 2023 to October 11, 2028.

2. Duties and responsibilities:

Mr. Dipakkumar Hasmukhlal Shah, the ‘Managing Director’ of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. Remuneration:

Mr. Dipakkumar Hasmukhlal Shah shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

- a. Basic Salary (including perquisite/ benefits) shall be as determine by board of directors subject to the limit prescribed under the Companies Act, 2013
- b. Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Dipakkumar Hasmukhlal Shah, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above.

Mr. Dipakkumar Hasmukhlal Shah shall not be entitled to paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

4. Other Terms of Appointment:

- a. The terms and conditions of the appointment of Mr. Dipakkumar Hasmukhlal Shah 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 Mr. Dipakkumar Hasmukhlal Shah, subject to such approvals as may be required.
- b. Mr. Dipakkumar Hasmukhlal Shah shall be liable to retire by rotation.

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The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Dipakkumar Hasmukhlal Shah, as Managing Director (MD) of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Managing Director (MD) will be beneficial to and in the interest of the Company.

Additional details of Mr. Dipakkumar Hasmukhlal Shah as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Save and except Mr. Dipakkumar Hasmukhlal Shah and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item Nos. 5 of the Notice.

All the documents referred to in the said Special Resolution are open for inspection at the Company's Registered Office on all working days, except Saturdays & Sundays, between 11.00 A.M. to 5.00 P.M. till the date of the meeting.

The Board recommends the Special Resolution as set out of the Notice for approval of the Members.

Item No. 6

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing articles contain reference to the sections of Companies Act, 1956. Some regulations in the existing articles are no longer in conformity with the provisions of Companies Act, 2013 ("Act")

With the enactment of Companies Act, 2013, several regulations of the existing articles of the Company required alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing articles by new set of articles

The draft articles shall be open for inspection by the members at the Registered Office of the Company during 11.00 a.m. to 05.00 p.m. on all working days except Saturday and Sunday and other government holidays.

None of the directors or Key managerial personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said resolution

The Board of the Directors recommends the special resolution set out at item no. 6 of the notice for approval by members.

Place: Patna
Date: 12.05.2023

By order of the Board of Directors

Sd/-
Pulkit Shah
Director
DIN: 05272041

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POSTAL BALLOT FORM

Regd. Folio No.		DP ID	
		CLIENT ID	
Name of the Shareholder/ Proxy holder (Including Joint-holders, if any)			
Registered Address of the Sole/ First named Shareholder:			
Number of Shares held			

I/we hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice dated 12/05/2023 to be passed by means of Postal Ballot/e-voting by conveying my/ our assent/ dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below. (Tick in both boxes will render the ballot invalid).

Item No.	Description	No. of shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To Change of Name of the Company and alteration of the memorandum of association for change of Name.			
2.	To consider and approve shifting of registered office of the company			
3.	To give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013			
4.	To approve the increase in borrowing powers in excess of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.			
5	Appointment of Mr. Dipakkumar Hasmukhlal Shah (DIN: 08234203) as Managing Director of the company			
6	Adoption of new articles of association of the company containing regulation in conformity with Companies Act, 2013			

Place:

Date:

(Signature of the Shareholder)

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INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot if sent by Courier or Registered Post at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
4. Unsigned Postal Ballot Forms will be rejected.
5. A Shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company's website viz. www.mssl.co.in
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closure of working hours i.e. at 5.00 p.m. on June 16, 2023. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Shareholder has not been received.
7. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the cut-off date i.e. Friday, May 12, 2023.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Postal Ballot shall not be exercised by a Proxy.
11. Shareholders can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Shareholders cast their votes through both the modes, voting by e-voting mode shall prevail and votes cast through postal ballot form will be treated as invalid.
12. The result on postal ballot shall be announced on or before June 18, 2023.



TO WHOMSOEVER IT MAY CONCERN

Certificate stating compliance with the sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirement), Regulation, 2015.

I, Sanket Shah, Chartered Accountant, have verified the relevant records and documents of **MS Securities Limited** (herein after referred to as the company) with respect to the captioned change of name and certify that:

1. The Board of Directors of MS Securities Limited, (CIN: L08032BR1992PLC004781) at their meeting held on March 21, 2023 have approved the proposal for change of name of the Company from "**MS Securities Limited**" to "**Swadha Nature Limited**", subject to the approval of the members of the company and such other authorities as may be required. The company has received the confirmation from the Registrar of Companies on May 02, 2023 for the availability of new name which will be valid for 60 days from the date of approval.
2. The Company:
 - a) has not changed its name in the last one-year;
 - b) total revenue from in the preceding one-year period has been accounted for by the new activity suggested by the new name, which are as follows:

(Amount in Lacs)

Quarter Ended	Revenue form activity suggested by new name		Revenue form activity suggested by prior name	
	Revenue	% of revenue	Revenue	% of revenue
March 31, 2023	4.45	100.00	0.00	0.00
December 31, 2022	3.26	100.00	0.00	0.00
September 30, 2022	2.51	100.00	0.00	0.00
June 30, 2022	0.00	0.00	0.85	0.00

3. The board of director of the company with the approval of members as on November 17, 2022 by special resolution through postal ballot has changed the main object of the company from Diversified Commercial Services to Agriculture business and the current name does not reflect its true business activity, therefore, the company is changing its name.

Further, certify that the company the Company is compliant with all the provisions/sub regulations of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sanket Shah
Chartered Accountant
Membership No. 150873
UDIN: 23150873BGSDNE5243

Date: 12.05.2023
Place: Ahmedabad

