

SRESTHA FINVEST LIMITED

Date: October 17, 2024

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Submission of Extra Ordinary General Meeting Notice
BSE Scrip Code: 539217

With reference to the above captioned subject, we would like to inform you that Company's Extraordinary General Meeting (EGM) will be held on Friday, November 08, 2024 at the Registered office of the Company situated at Door No.19 & 20, General Muthiah Mudali Street, Sowcarpet, Chennai – 600003 at 04.00 p.m. and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Notice of Extra Ordinary General Meeting (“Notice”) duly sent to the members.

The Notice is also available on the website of the Company i.e. www.srestha.co.in.

Please take the same on your record.

Thanking You,
For, Srestha Finvest Limited

A. JITENDRA
KUMAR BAFNA

Digitally signed by A.
JITENDRA KUMAR BAFNA
Date: 2024.10.17 19:26:12
+05'30'

A. Jitendra Kumar Bafna
Company Secretary & Compliance Officer

Encl: as above

SRESTHA FINVEST LIMITED

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

Email: srestha.info@gmail.com **CIN:** L65993TN1985PLC012047 **Website:** www.srestha.co.in

NOTICE OF EGM

Notice is hereby given that an Extra-ordinary General Meeting ('EGM') of the Members of Srestha Finvest Limited will be held on Friday, November 08, 2024 at 04.00 p.m. at the Registered Office of the Company at Door No. 19 & 20, General Muthiah Mudali Street, Sowcrapet, Chennai-600003, Tamil Nadu to transact the following business:-

ITEM NO. 1: TO RAISE CAPITAL BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH ISSUANCE OF EQUITY SHARES:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, ("Companies Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("ICDR Regulations) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchange on which the equity shares having face value of Re.1/- each of the Company ("Equity Shares") are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment thereof ("FEMA"), as amended, to the extent applicable, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("GOI"), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GOI, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), Bombay Stock Exchange of India Limited ("Stock Exchange"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies ("ROC") and/ or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by Resolution), the consent, authority and approval of the members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) such number of Equity Shares, in accordance with applicable law, in one or more

tranches, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Equity Shares) at such price or prices as may be permissible under applicable law by way of a qualified institutions placement of equity shares ("QIP") in accordance with the provisions of Chapter VI of the ICDR Regulations and other applicable laws, to such investors that may be permitted to invest in such issuance of Shares, including eligible qualified institutional buyers ("QIBs") (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("Offering Circular") as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the "Issue") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the members.

RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares, on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT the issue of Equity Shares is subject to the following terms and conditions:

- a) The allotment of specified Equity Shares shall be made only to Qualified Institutional Buyers ("QIBs") within the meaning of Chapter VI and a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs. Further, the relevant date for the determination of the price of the equity shares to be issued, shall be the date on which the Board decides to open the issue of securities or such other time as may be allowed by SEBI ICDR Regulations from time to time;

- b) The allotment of Equity shares, shall be completed within 365 days from the date of passing of Special Resolution by the members of the Company or such other time as may be allowed under SEBI ICDR Regulations from time to time;
- c) The Equity Shares proposed to be issued, offered and allotted shall be fully paid up and dematerialized;
- d) The Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- e) The “relevant date” for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP;
- f) The Securities, if allotted to Qualified Institutional Buyers, shall not be sold by the allottee for a period of 1 year from date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the ICDR Regulations;
- g) The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolution;
- h) The offer, issue and allotment of the Securities, shall be made at such time or times that the Board of Directors or the Committee may in their absolute discretion decide, subject to the SEBI ICDR Regulations and other applicable laws, and the terms agreed between the Board of Directors and the proposed Allottees of the Securities and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“QIP Floor Price”) provided that the Board may, in consultation with the Lead Managers, offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price;
- i) Qualified Institutional Buyers belonging to the same group or who are under same control shall be deemed to be a single allottee, in accordance with Chapter VI of the SEBI ICDR Regulations;
- j) No partly paid-up Equity Shares shall be issued/allotted;
- k) No allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the ICDR Regulations;
- l) The Securities to be issued shall be listed with the stock exchange, where the existing Equity Shares of the Company are listed;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Board of Directors of the Company be and is hereby authorized to do all such acts and deeds, in consultation with the Lead Managers, as may be required including the powers to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or advisors, in its absolute discretion, deem necessary, expedient or desirable, and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Equity Shares including:

- a) Decide the date for the opening and closing of the issue of Equity Shares, including determining the form and manner of the issue, number of Equity Shares to be allotted, determining the relevant date, issue price, face value and execution of various transaction documents (such as placement, marketing and depository agreements), undertakings, deeds and declarations; giving or authorizing the giving by the concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- b) Finalization of the allotment of the Equity Shares on the basis of the subscriptions received and approving the allotment of the Equity Shares;
- c) Finalization and arrangement for the submission of the preliminary and final placement document(s) and any amendments and supplements thereto, with the Stock Exchange or any other applicable government and regulatory authorities, institutions or bodies, as may be required;
- d) Approval of the preliminary and final placement document(s) (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines;
- e) Entering into any arrangement for managing and marketing the proposed offering of Equity Shares and to appoint, in its absolute discretion, managers (including lead manager(s), investment banker(s), merchant banker(s), underwriter(s), guarantor(s), financial and/or legal advisor(s), depositories, listing agents, escrow bank(s)/agent(s) and other agents as may be required in order to facilitate or consummate the issue/ offering, and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed QIP(s);
- f) Approval of the transaction agreements including the placement agreement, escrow agreement, listing application, engagement letter(s), memorandum of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- g) Authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Equity Shares;
- h) Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory

authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Equity Shares;

- i) Seeking the listing of the Equity Shares on the Stock Exchange, and submitting the listing application to the Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing;
- j) Determining the form, terms and timing of the issue(s)/ offering(s), issue price (including discount, if any), the quantum of Equity Shares to be issued, including selection of eligible QIBs to whom the Equity Shares are proposed to be offered, issued and allotted and matters related thereto, as per applicable laws, regulations or guidelines;
- k) To open one or more bank accounts in the name of the Company as may be required in connection with the aforesaid issue, including with any escrow bank;
- l) To settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company;
- m) To file make appropriate regulatory filings as required under applicable law with the authorized dealer, RBI or any other regulatory authority with respect to the issuance of the Equity Shares;
- n) To do all such acts, deeds, matters and things as the Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company; and
- o) Delegating all or any of the powers herein conferred, to Board of the Company without being required to seek any further consent or approval of the members of the Company, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or the Committee, to the end, and all actions taken by the Board or the Committee thereof, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed, in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint/engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such offering and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to authorise Director(s) or Key Managerial Personnel or any other officer of the Company to enter into and to execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Equity Shares issued on the Stock Exchange where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Directors of the Company & Company Secretary of the Company be and are hereby severally authorized to take all steps and to do all acts and things (including signing documents, delegating persons, etc.) for this purpose in order to give full and complete effect to this resolution.”

ITEM NO. 2: TO ISSUE FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “**the Act**”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as “SEBI (ICDR) Regulations”], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), Government of India (“GOI”), Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’), which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 93,00,00,000 (Ninety Three Crores) Fully Convertible Warrants (“Warrants”) each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Re. 1/- (Rupees One Only) (“Equity Share”) each at an issue price of Rs. 1.05/- per warrant including premium of Rs. 0.05/- (Rupees Five Paise per share, determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulations, 2018 (“Warrant Issue Price”) to the Investors of the Company (hereinafter referred to as the “Proposed Allottees/Investors”) as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment).

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable laws, the ‘Relevant Date’ for determination of the issue price of Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations shall be Wednesday, October 09, 2024 being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares on exercise of option of conversion against each such warrant. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
- b) The Warrant shall be allotted in within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.
- c) The “Relevant Date” pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Wednesday, October 09, 2024 which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants.
- d) The price of each equity share to be issued in lieu of the warrants is Rs. 1.05/- per share or price to be calculated in accordance with the provisions of Regulation 166A read with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.
- e) The Warrants and the Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- f) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- g) The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Re. 1/- (Rupee One only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
- h) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

- i) The said Warrants by itself until exercise of conversion option and equity shares allotted does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- j) The Equity share upon the conversion will be listed and traded on the BSE Limited and Metropolitan Stock Exchange where the existing shares of the Company are currently listed subject to the receipt of necessary permissions and approvals from the exchange.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Re. 1/- (Rupee One only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for Equity Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the warrants as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on conversion of these warrants on Stock Exchange where the Company's shares are listed, as per the terms and conditions of the Listing Agreement and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment warrants and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Chennai and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

ITEM NO. 3: TO CONSIDER AND APPROVE INCREASE IN THE BORROWING LIMITS OF THE COMPANY:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard, consent of the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) for the time being in force and any rules and regulations made there under, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“Board”) for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of upto ₹ 500 crores (Rupees Five Hundred crore only) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board is hereby authorised to do all such acts, deeds, matters and things as it/they may, in its/ their absolute discretion, deem necessary, expedient, usual or proper and to settle all questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office

Door No. 19 & 20, General
Muthiah Mudali Street,
Sowcarpet, Chennai-600003, Tamil Nadu

Place: Chennai

Date: October 09, 2024

For and on the behalf of the Board of Directors

SRESTHA FINVEST LIMITED

Sd/-

A. JITENDRA KUMAR BAFNA

COMPANY SECRETARY

MEMBERSHIP NO. A22587

NOTES FOR MEMBER'S ATTENTION:

Convening of Extra-Ordinary General Meeting

1. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA"), The Extra Ordinary General Meeting (E.G.M) of the Company will be held on Friday, November 08, 2024 at 04.00 p.m. (IST) at the Registered Office of the Company at Door No. 19 & 20, General Muthiah Mudali Street, Sowcrapet, Chennai-600003, Tamil Nadu.

Central Depository Services (India) Limited ("CDSL") of the Company, shall be providing facility for voting through remote e-voting and e-voting during the AGM.

In accordance with the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards -1 and 2 issued by the ICSI, the proceedings of the EGM shall be conducted at the Registered Office of the Company and the Route Map of the venue of EGM scheduled to be held is annexed to this Notice of EGM.

Explanatory Statement

2. Pursuant to the provisions of Section 102 of the Act, an explanatory statement on the Special Businesses at Item No. 01, 02 and 03 of this Notice is annexed hereto.

Proxy Related Information

3. A member entitled to attend and vote is entitled to appoint a proxy/ies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the Registered Office of the Company at Door No. 19 & 20, General Muthiah Mudali Street, Sowcrapet, Chennai-600003, Tamil Nadu not less than 48 hours before the time of holding the meeting. In this notice, the terms member(s) or shareholder(s) are used interchangeably.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

PAN, KYC details and Nomination Update

5. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (ISR-1) and nomination (SH-13/ISR-3). Members are requested to submit the aforesaid forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms, to register or update:
 - a) KYC details and Nomination;

- b) Particulars of bank account for receiving dividend directly in their account through electronic mode or change in their address, for receiving dividend through physical instrument; and
- c) Email address to receive all communication through electronic means, including Notice of the general meeting;

The said Forms are available on the website of the Company at www.srestha.co.in and on the website of Registrar and Share Transfer Agent of the Company i.e. Purva Sharegistry (India) Private Limited details of which are available at www.purvashare.com or physical forms can be sent through post at following address:

Purva Sharegistry (India) Private Limited

Unit no. 9 Shiv Shakti Industrial Estate,
J .R. Boricha marg, Lower Parel (E),
Mumbai-400 011, Maharashtra

Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with their respective Depository Participants ('DPs').

Inspection of Documents

- 6. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office/corporate office of the Company from Monday to Friday except holidays, up to the date of Extra Ordinary General Meeting.

Transfer and Transmission of Shares

- 7. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate/ claim from unclaimed suspense account/renewal/ exchange/endorsement/sub-division/splitting/consolidation/ transmission/transposition of securities etc.

In view of the above and to eliminate the risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account Members may also visit the website of depositories viz. NDSL: <https://nsdl.co.in/faqs/faq.php> or CDSL: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure.

Simplified Procedure for transmission of securities and Issuance of Duplicate Share certificates: SEBI vide its Circular Nos. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022 has simplified the procedure

and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circulars.

Green Initiative (Request to provide/update e-mail address)

8. Members are requested to support the Green Initiative of the Company by registering/ updating their e-mail addresses, with the Depository Participant (in case of shares held in dematerialized form) or with Purva Sharegistry (India) Private Limited (in case of shares held in physical form) in order to receive Notices and other communications in electronic mode.

New SEBI Website

9. SEBI has recently launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by Market Infrastructure Intermediaries related to securities market process education and awareness messages. The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey. It offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds, and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

Online Dispute Resolution Portal ('ODR Portal')

10. SEBI vide Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

Disclosure of Agreements to Stock Exchanges entered into by Shareholders of the Company

11. SEBI Listing Regulations requires disclosure to the Stock Exchanges of Agreements entered into by shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party whether solely or jointly which, either directly or indirectly or potentially or whose purpose and effect is to, impact the Management or Control of the Company or Impose any Restriction or Create any Liability upon the Company. Disclosure of any rescission, amendment or alteration of such agreements, if any is also required to be provided.

Shareholders are requested to provide a disclosure to the Company of the said agreements to which the Company is not a party at srestha.info@gmail.com within 2 working days of entering into the agreement or signing an agreement to enter into such agreements in the format as prescribed by SEBI vide its Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

General Instructions for Members/Proxies

- 12.** In terms of section 101 and 136 of the Act, read together with the rules made thereunder, the Listed companies may send the notice of EGM by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their e-mail addresses with their respective depository participants/RTA. Members may note that the Notice of EGM along with proxy form and attendance slip will also be available on the Company's website at www.srestha.co.in and on the website of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange.
- 13.** In case of joint holders, the member 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.
- 14.** To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Purva Sharegistry (India) Private Limited. Members are requested to keep the same updated.
- 15.** Corporate members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the EGM.
- 16.** Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
- 17.** Route map for directions to the venue of the meeting is attached alongwith this Notice of EGM.
- 18.** In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-Voting, i.e., Friday, November 01, 2024, such person may obtain the User ID and Password from Purva Sharegistry (India) Private Limited by email request on support@purvashare.com. In case the e-mail ID is not registered, such Members are requested to register/update the same with the respective depository participants.
- 19. Voting through Electronic Means and Procedure of remote e-voting**
 - i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Master circular dated July 2023 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by CDSL or to vote at the EGM.
 - ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, November 01, 2024 (end of day), being the cut-off date fixed for determining voting rights of members are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- iii. Members can cast their vote through remote e-voting from Tuesday, November 05, 2024 (9:00 a.m.) till Thursday, November 07, 2024 (5:00 p.m.). Voting beyond the said date and time shall not be allowed and the remote e-voting facility shall forthwith be blocked.
- iv. The details of the process and manner for remote e-voting are explained herein below:

STEP 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon</p>

	<p>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 or joining virtual meeting& voting during the meeting.</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 e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting& voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected toe-voting service provider’s website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 athelpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 : 022 - 4886 7000 and 022 - 2499 7000

STEP 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and Non-individual Shareholders in demat mode.

Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form.

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

	For Physical Shareholders other than individual shareholders holding shares in demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on SUBMIT' tab.

- vii. 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.
- viii. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the <SRESTHA FINVEST LIMITED> on which you choose to vote.
- x. 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.
- xi. Click on the 'Resolutions File Link 'if you wish to view the entire resolution details.
- xii. 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.
- xiii. Once you "Confirm" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- xv. 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.
- xvi. There is also optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians-For remote voting only:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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, Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same
 - Alternatively, Non Individual shareholders are required 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, if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, Scanned copy of the Share Certificate (front and back), PAN(self-attested scanned copy of PAN card), AADHAR(self-attested scanned copy of Aadhar Card) by email to RTA at support@purvashare.com or Company at srestha.info@gmail.com.
2. For Demat shareholders- please update your email id & mobile no. with your Depository Participant (DP).
3. For Individual Demat Shareholders- Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual message through Depository.

General Instructions

20.

- a) The Board of Directors has appointed M/s. S. Praharaj & Associates, Company Secretaries (FCS: 6458, CP No. 10755), as the Scrutiniser to the e-voting process and voting at the EGM in a fair and transparent manner.
- b) The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company, who shall countersign the same and declare the result thereof.
- c) The results declared along with the scrutiniser's report shall be placed on the Company's website at www.srestha.co.in and on the website of CDSL at www.evotingindia.com and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the EGM of the Company.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **Friday, November 08, 2024**, subject to receipt of the requisite number of votes in favour of the Resolutions.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

Registered Office

Door No. 19 & 20, General
Muthiah Mudali Street,
Sowcarpet, Chennai-600003, Tamil Nadu

Place: Chennai

Date: October 09, 2024

For and on the behalf of the Board of Directors

SRESTHA FINVEST LIMITED

Sd/-

A. JITENDRA KUMAR BAFNA

COMPANY SECRETARY

MEMBERSHIP NO. A22587

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') given hereunder sets out all material facts relating to the business mentioned at Item No. 01, 02 and 03 of the accompanying Notice dated October 09, 2024:

ITEM NO. 1: TO RAISE CAPITAL BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH ISSUANCE OF EQUITY SHARES:

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for expansion and growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, our Company intends to undertake a capital raise by way of qualified institutions placement to eligible investors through an issuance of equity shares in accordance with applicable laws and use the proceeds from the Issue, towards inter alia, for pre-payment and/or repayment of debts, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, as approved by the board of directors of the Company ("Board") at their meeting held on October 09, 2024 and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value Re. 1/- ("Equity Shares"), in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Equity Shares) at such price or prices as may be permissible under applicable law by way of qualified institutional placement ("QIP") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or reenactment thereof) ("SEBI ICDR Regulations"), Section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the provisions of the Memorandum and Articles of Association of the Company and other applicable laws. The issue of Equity Shares may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers / book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations. Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe Equity Shares is required to obtain prior approval of the members by way of a special resolution.

In terms of Section 62 of the Companies Act, 2013, shares may be issued to persons who are not existing members of a company, if the Company is authorised by a special resolution passed by its members.

Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law. The Equity Shares offered, issued, and allotted by the Company pursuant to the QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari passu with the existing Equity Shares of the Company.

Pricing and basis or justification of pricing

The pricing of the Equity Shares shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. The resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/ underwriters or any such other intermediary, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

The 'relevant date' for the purpose of the pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board/ its duly constituted committee decides to open the QIP.

Objects of the QIP

The proceeds from the QIP (net of issue expenses) ("Net Proceeds") shall be used for any of the following objectives of the Company, i.e. for pre-payment and/or repayment of debts, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the QIP, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company. In light of this, the Board or a duly constituted committee shall decide the specific objects towards which the Net Proceeds are deployed. Further, pending utilization of the proceeds from the QIP, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or in short-term debt or long-term debt.

As and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the stock exchange as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Other material terms

The resolution proposed is an enabling resolution and the exact price, final list of objects, estimated utilisation of the Net Proceeds, proportion and timing of the issue of the Equity Shares in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book

running lead manager and / or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them at this point of time. Hence, the details of the proposed allottees, percentage of their post – QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board or its duly constituted committee, to decide on the issuance of Equity Shares, to the extent and in the manner stated in the special resolution, as set out in item no. 1 of this notice, without the need for any fresh approval from the members of the Company in this regard.

If approved by members, allotment of Equity Shares pursuant to the QIP shall be completed within 365 days from the date of passing of such special resolution. The Equity Shares, proposed to be issued, shall in all respects, rank pari passu with the existing Equity Shares of the Company.

The Directors and Key Managerial Personnel of the Company will not subscribe to the QIP.

The proposed QIP is in the interest of the Company and the Board recommends the resolution set out at item no. 1 of the notice for the approval of the members as a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

ITEM NO.2: TO ISSUE FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:

The Board of Directors in their meeting held on Wednesday, October 09, 2024 subject to necessary approval(s) has approved the proposal for raising of funds by issue and allotment of upto 93,00,00,000 (Ninety Three Crores) convertible equity warrants of the Company at a price of Rs. 1.05/- per equity warrants to the Investors on preferential basis to meet working capital requirements, to further strengthen the Company's capital base and General Corporate Purpose.

This proposal is subject to the approval of the shareholders through a special resolution and in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act,

2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable legislations.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the Preferential Issue:

- i. To meet working capital requirements;
- ii. To further strengthen the Company's capital base and
- iii. General Corporate Purpose.

2. Maximum number of specified securities to be issued including date of Board Resolution:

The board in its meeting held on Wednesday, October 09, 2024 has given their consent and passed a resolution, subject the approval of shareholders, to offer, issue and allot upto 93,00,00,000 (Ninety Three Crores) Equity Warrants each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company presently have face value of Re. 1/- (Rupee One Only) ("Equity Share") at a price of Rs. 1.05/- each or at a price as may be determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018 ("Warrant Issue Price"), whichever is higher on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Pricing of preferential issue:

The pricing of the equity shares to be allotted on conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 and applicable law.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Report of independent registered valuer:

The Company has proposed preferential issue to certain allottees, which may result in allotment of more than five (5) percent of the post issue fully diluted share capital of the Issuer to allottees and accordingly the Company has obtained the Valuation Report from Independent Valuer i.e. RV Manish Santosh Buchasia, IBBI Registered Valuer for price to be determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 as on Relevant date i.e. October 09, 2024 and also in accordance with Regulation 166A(1) of the ICDR Regulations. In terms of Regulation 166A(1), the Registered Independent Valuer fixed Rs. 0.97/- (Rupees Ninety Seven Paise Only) per equity share. The Board has decided to fixed the issue price for warrant is Rs. 1.05/- per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report received from Independent Valuer i.e. RV Manish Santosh Buchasia, IBBI Registered Valuer (Registration no. IBBI/RV/03/2019/12235) having office at 306, "Gala Mart", Near SOBO Centre, South Bopal, Ahmedabad-380058, Gujarat in terms of Regulation 166A of the SEBI

(ICDR) Regulations is also available/disseminated on the website of the Company at www.srestha.co.in

4. Undertaking as to re-computation of price and lock-in of specified securities:

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 and also in accordance with Regulation 166A(1) of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

5. Amount which the company intends to raise by way of such securities:

Upto Rs. 97,65,00,000/- (Rupees Ninety Seven Crores Sixty Five Lacs Only) by issuing Upto 93,00,00,000 (Ninety Three Crores) equity warrants at a Price of Rs. 1.05/- per warrant.

6. The intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

None of the Promoter, Directors or Key Managerial Personnel of the Company intend to subscribe to any of the Warrants proposed to be issued under the Preferential Issue.

7. Relevant date with reference to which the price has been arrived at;

The primary 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on October 09, 2024 being 30 days prior to the date of the EGM convened to obtain the approval of the Members.

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons belonging to non-promoter group. The details of proposed allottees are as below:

Sr. No.	Name of the proposed allottees	Class (Promoter/ Non Promoter)	No. & % of Equity Shares held prior to the Preferential Allotment		No. of Warrants to be issued (present issue) (in number)	No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 93,00,00,000 equity shares)	
			No of shares	%		No of shares	%
1.	Sneha Bhandari	Non-Promoter	-	-	21,00,00,000	21,00,00,000	8.17%
2.	Sunil Bhandari	Non-Promoter	-	-	20,00,00,000	20,00,00,000	7.78%

3.	Financial World India Private Limited	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
4.	Mayoga Investments Limited	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
5.	Momento Fabric Fashions Private Limited	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
6.	Jainex Compuware Manufacturing Private Limited	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
7.	Kamlesh Vajubhai Nandaniya	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
8.	Aryadeep Tie-Up Private Limited	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
9.	Kiwi Delcom Private Limited	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
10.	Ayodhya Vincom Private Limited	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
11.	Simplicity Trading	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
12.	Swastik Trading	Non- Promoter	-	-	4,00,00,000	4,00,00,000	1.56%
13.	Oswal Industries Limited	Non- Promoter	-	-	3,00,00,000	3,00,00,000	1.17%
14.	Alok Kumar	Non- Promoter	-	-	2,00,00,000	2,00,00,000	0.78%
15.	Alok Kumar HUF	Non- Promoter	-	-	2,00,00,000	2,00,00,000	0.78%
16.	Base Engineering LLP	Non- Promoter	-	-	2,00,00,000	2,00,00,000	0.78%

17.	Pratibha Jain	Non-Promoter	-	-	1,00,00,000	1,00,00,000	0.39%
18.	Naina Singh	Non-Promoter	-	-	1,00,00,000	1,00,00,000	0.39%
19.	Rubina Khan	Non-Promoter	-	-	50,00,000	50,00,000	0.19%
20.	Mukesh Sharma	Non-Promoter	-	-	50,00,000	50,00,000	0.19%

9. Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No.	Category	Pre-Issue Equity holdings		Allotment of Warrants	*Post-Issue Equity holdings	
		No of shares	% of shareholding		No of Shares	No of shares
A.	Promoter's holding					
1.	Indian	0	0.00%	0	0	0.00%
	Individual/HUF	0	0.00%	0	0	0.00%
	Bodies Corporate	0	0.00%	0	0	0.00%
	Relatives	0	0.00%	0	0	0.00%
	Sub Total	0	0.00%	0	0	0.00%
2.	Foreign Promoters	0	0.00%	0	0	0.00%
	Sub Total (A)	0	0.00%	0	0	0.00%
B.	Non-Promoter Holding					
1.	Foreign Institutional Investors	86,69,122	0.53	0	86,69,122	0.34%
2.	Non-Institutions	0	0.00%	0	0	0.00%
	Private Corporate Bodies/ Limited Liability Partnerships	66,24,29,604	40.39	41,00,00,000	1,07,24,29,604	41.73%
	Directors and Relatives	0	0.00%	0	0	0.00%
	Indian Public	92,62,34,252	56.48	50,00,00,000	1,42,62,34,252	55.49%
	Others (Including NRIs, Clearing Members, HUF and	4,26,67,022	2.60	2,00,00,000	6,26,67,022	2.44%

	Unclaimed or Suspense or Escrow Account)					
	Sub Total (B)	1,64,00,00,000	100.00	93,00,00,000	2,57,00,00,000	100.00%
	GRAND TOTAL	1,64,00,00,000	100.00	93,00,00,000	2,57,00,00,000	100.00%

*It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.

(The above pre-issue shareholding pattern is based on the shareholding as on September 30, 2024)

10. Time frame within which the preferential issue shall be completed:

The Warrant shall be allotted within 15 days after receiving in-principle approval letter from stock exchanges OR November 08, 2024, the date on which this resolution is deemed to have been passed in the general meeting of the members of the Company, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name & Address of the proposed allottees	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Warrants to be issued and allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 93,00,00,000 equity shares)	
		No of shares	%	No of shares	%	No of shares	%
1.	Financial World India Private Limited	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%
2.	Mayoga Investments Limited	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%
3.	Momento Fabric Fashions Private Limited	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%

4.	Jainex Compuware Manufacturing Private Limited	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%
5.	Aryadeep Tie-Up Private Limited	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%
6.	Kiwi Delcom Private Limited	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%
7.	Ayodhya Vincom Private Limited	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%
8.	Simplicity Trading	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%
9.	Swastik Trading	-	-	4,00,00,000	1.56%	4,00,00,000	1.56%
10.	Oswal Industries Limited	-	-	3,00,00,000	1.17%	3,00,00,000	1.17%
11	Alok Kumar HUF	-	-	2,00,00,000	0.78%	2,00,00,000	0.78%
12.	Base Engineering LLP	-	-	2,00,00,000	0.78%	2,00,00,000	0.78%

11A. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Sneha Bhandari	Currently not holding any Equity Shares of the Company	Non-Promotor
2.	Sunil Bhandari	Currently not holding any Equity Shares of the Company	Non-Promotor
3.	Financial World India Private Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
4.	Mayoga Investments Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
5.	Momento Fabric Fashions Private Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
6.	Jainex Compuware	Currently not holding any Equity	Non-Promotor

	Manufacturing Private Limited	Shares of the Company	
7.	Kamlesh Vajubhai Nandaniya	Currently not holding any Equity Shares of the Company	Non-Promotor
8.	Aryadeep Tie-Up Private Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
9.	Kiwi Delcom Private Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
10.	Ayodhya Vincom Private Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
11.	Simplicity Trading	Currently not holding any Equity Shares of the Company	Non-Promotor
12.	Swastik Trading	Currently not holding any Equity Shares of the Company	Non-Promotor
13.	Oswal Industries Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
14.	Alok Kumar	Currently not holding any Equity Shares of the Company	Non-Promotor
15.	Alok Kumar HUF	Currently not holding any Equity Shares of the Company	Non-Promotor
16.	Base Engineering LLP	Currently not holding any Equity Shares of the Company	Non-Promotor
17.	Pratibha Jain	Currently not holding any Equity Shares of the Company	Non-Promotor
18.	Naina Singh	Currently not holding any Equity Shares of the Company	Non-Promotor
19.	Rubina Khan	Currently not holding any Equity Shares of the Company	Non-Promotor
20.	Mukesh Sharma	Currently not holding any Equity Shares of the Company	Non-Promotor

12. Change in control consequent to the preferential issue:

There will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

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

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as this issue is not for consideration other than cash.

15. Undertaking:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.

- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. None of the proposed allottees in the Company held any pre-preferential shares in the Company;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

16. Certificate from Practising Company Secretary:

Manish Buchasia, proprietor of M/s. M.S. Buchasia & Associates, Company Secretaries, Ahmedabad, the Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and also available on the website of the Company at www.srestha.co.in.

17. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

18. Terms of payment:

The entire consideration against the allotment of the Warrants shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

19. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

20. Other Disclosures:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- d) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- e) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of option of conversion against each such warrant.
- f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) warrant by appropriating Rs. 2/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- h) The equity shares to be issued and allotted by the Company on conversion of warrants shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No. 2 of this notice for the approval of members as a **Special** Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, in the above resolution except Mr. Sunil Bhandari, Whole-Time Director of the Company and their relatives to the extent of their respective interest being proposed shareholders of the Company, as the proposed resolution pertains to the preferential issue of warrants to Directors and non-promoter group of the Company

ITEM NO. 3: TO CONSIDER AND APPROVE INCREASE IN THE BORROWING LIMITS OF THE COMPANY:

Keeping in view of the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, your Company is desirous of raising funds from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules there under.

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, as set out at Item No. 03 of the Notice, to enable the Board of Directors to borrow money upto upto ₹ 500 crores (Rupees Five Hundred crore only).

The Board recommends the Special Resolution as per the accompanying notice for approval by the Shareholders of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Registered Office

Door No. 19 & 20, General
Muthiah Mudali Street,
Sowcarpet, Chennai-600003, Tamil Nadu

Place: Chennai

Date: October 09, 2024

For and on the behalf of the Board of Directors

SRESTHA FINVEST LIMITED

Sd/-

A. JITENDRA KUMAR BAFNA

COMPANY SECRETARY

MEMBERSHIP NO. A22587

ATTENDANCE SLIP

SRESTHA FINVEST LIMITED

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

Email: srestha.info@gmail.com **CIN:** L65993TN1985PLC012047 **Website:** www.srestha.co.in

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on November 08, 2024 at 04.00 p.m. at the Registered Office of the Company at Door No. 19 & 20, General Muthiah Mudali Street, Sowcrapet, Chennai-600003, Tamil Nadu

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

SRESTHA FINVEST LIMITED

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

Email: srestha.info@gmail.com **CIN:** L65993TN1985PLC012047 **Website:** www.srestha.co.in

FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L65993TN1985PLC012047
Name of the company:	Srestha Finvest Limited
Registered office:	Door No. 19 & 20, General Muthiah Mudali Street, Sowcrapet, Chennai-600003, Tamil Nadu

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on November 08, 2024 at 04.00 p.m. at the Registered Office of the Company at Door No. 19 & 20, General Muthiah Mudali Street, Sowcrapet, Chennai-600003, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To raise capital by way of a qualified institutions placement to eligible investors through issuance of equity shares
2.	To issue fully convertible equity warrants on preferential basis
3.	To consider and approve increase in the borrowing limits of the company

Signed this..... day of..... 2024.

Signature of shareholder _____

Signature of Proxy holder(s) _____

Notes:

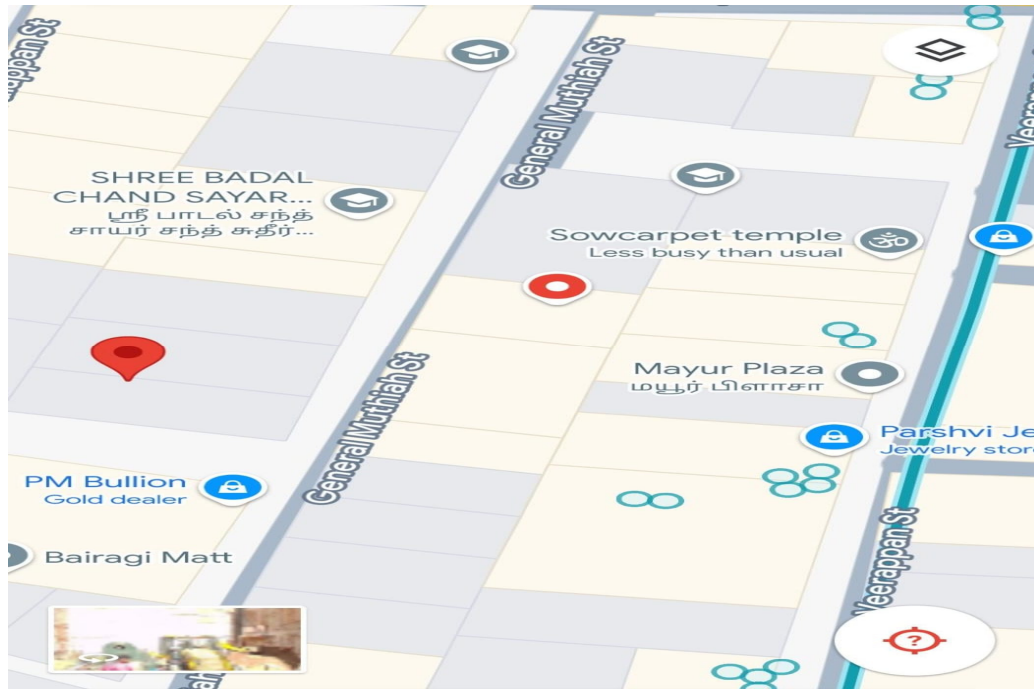
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO EGM VENUE



EGM VENUE

SRESTHA FINVEST LIMITED

Door No. 19 & 20, General Muthiah Mudali Street, Sowcarpet, Chennai-600003, Tamil Nadu