

## **SPS FINQEUST LIMITED**

**CIN: L67120MH1996PLC098051**

**Registered Office:** R-514, Rotunda Building, B.S. Marg, Fort,  
Mumbai 400 001

**Telephone No.:** +91 22 22722488; **Fax No.:** +91 22 22722488

**Website:** [www.spsfinquest.co.in](http://www.spsfinquest.co.in) **Email ID:** [info@spsfinquest.co.in](mailto:info@spsfinquest.co.in)

### **POSTAL BALLOT NOTICE**

#### **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

The Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Companies Act") read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, in relation to "clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), including any statutory modifications(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of SPS Finquest Limited (the "Company"), to consider and if thought fit to pass the resolutions as set out herein below by way of Postal Ballot.

Due to difficulty in dispatch of the Notice along with the explanatory statement and postal ballot form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The proposed resolutions along with the explanatory statements pursuant to Section 102 of the Companies Act, Secretarial Standard-2 on General Meetings, Regulation 36 of Listing Regulations and other applicable legal provisions, pertaining to the said resolutions setting out the material facts and the reasons thereof, are also appended. The proposed resolutions and explanatory statements are being sent to you for your consideration.

**SPECIAL BUSINESS:**

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

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

“RESOLVED THAT in accordance with the provisions of Section 61(1)(a), Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the existing Authorised Share Capital of the Company be and is hereby increased from Rs.5,00,00,000/- (Rupees Five Crores only) divided into 49,00,000 (Fourty-nine Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,00,000 (One Lakh) Preference Shares of Rs.10/- (Rupees Ten only) each to Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be altered to read as under:

V. The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things to give effect to the aforesaid resolution as may be required to give effect to the aforementioned Resolution.”

**2. Issue Bonus Shares**

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

“RESOLVED THAT in accordance with the provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Article 154 of Articles of Association of the Company and subject to regulations issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of Members be and is hereby accorded to the Board of Directors of the Company (the Board, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereafter constitute for the time being for exercising the powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs.5,63,21,250/- (Rupees Five Crores Sixtythree Lakh Twentyone Thousand Two Hundred Fifty only) from the Securities Premium Account or any other permitted reserves/surplus of the Company for the purpose of issuance of Bonus Shares of Rs.10/- (Rupees Ten only) each, credited as fully paid-up to the holders of the Equity Shares of the Company, whose names appear in the Register of Members on the ‘Record Date’ to be determined by the Board or a Committee thereof for the purpose, in the proportion of 5 (Five) Bonus Equity Shares of Rs.10/- for every 4 (Four) fully paid Equity Share of Rs.10/- each held by them and that the Bonus Shares so distributed shall, for all the purposes, be treated as an increase in the paid-up capital of the Company held by each such Member and not as income;

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the 'Record Date';

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of Bonus Shares and in case of Members, who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary account of the Members with their respective Depository Participants and in case of Members, who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

**RESOLVED FURTHER THAT** the issue and allotment of Bonus Shares to Non-Resident Members, foreign institutional investors (FIIs) and other foreign investors, be subject to the approval of Reserve Bank of India or any other regulatory authority, as may be necessary;

**RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of Bonus Shares, the Board be and is hereby authorized to make such suitable arrangements to deal with the fractions for the benefit of the eligible shareholders;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the stock exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable guidelines, rules and regulations;

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

### **3. Migration of Capital of the Company from SME Platform to Main Board**

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

“**RESOLVED THAT** pursuant to Regulation 277 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines, rules and regulations issued by SEBI and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to consent of BSE Limited (BSE) and such other regulatory authorities as may be required, consent of the Members be and is hereby accorded for migration of the present listing of the Company's capital from SME Platform of BSE to Capital Market Segment (Main Board) of BSE and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations as notified by SEBI, as amended from time to time, to give effect to the above said resolution;

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

#### 4. **Preferential Issue of Compulsorily Convertible Debentures (CCDs)**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) (the “Act”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of Chapter V – ‘Preferential Issue’ and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) read with the listing agreement entered into by the Company with the stock exchanges, where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by the various authorities including but not limited to the Securities and Exchange Board of India, (SEBI), the Ministry of Corporate Affairs, the Stock Exchange(s), Reserve Bank of India (RBI) and/ or any other competent regulatory authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities and all such other approvals and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them, while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter called the “**Board**”, which term shall be deemed to include any committee, which the Board has constituted or may hereinafter constitute to exercise any of its power including the power conferred by this resolution) the consent, authority, sanction and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis upto 2,500 (Two Thousand Five Hundred) 0.01% Compulsorily Convertible Debenture (“**CCD**”) of Rs. 1,00,000/- ( Rupees One Lakh only) each for cash at par aggregating to Rs. 25,00,00,000/- (Rupees Twentyfive Crores only) to one or more such willing investor(s) as the Board may deem fit (hereinafter referred to as the “**Proposed Allotee**”) in one or more tranches, whether they are shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions as the Board may, in its absolute discretion think fit.”

“**RESOLVED FURTHER THAT** the CCDs be offered and issued on the following terms and conditions:

1. **Face Value:** Each CCD shall have a face value of Rs.1,00,000/- (Rupees One Lac Only).
2. **Form:** The CCDs shall be allotted in dematerialised form and shall be rupee denominated, unsecured, unlisted, unrated, compulsorily convertible and subject to the provisions of the Companies Act, 2013, the ICDR Regulations and the Memorandum and Articles of Association of the Company.

3. **Conversion Ratio / Other Conversion Terms:** The conversion of CCDs shall be at the option of the Proposed Allottee during the period of 18 months from the date of allotment of such CCDs, and if such option is not exercised, the CCDs shall compulsorily and mandatorily be converted into Equity Shares of the Company at a price, which will be computed in accordance with Regulation 164 under Chapter V of the ICDR Regulations. The 'Relevant Date' as per Chapter V of the ICDR Regulations for determination of issue price of Equity Shares post conversion of CCDs shall be 30 (thirty) days prior to the date on which the holder of the CCDs applies for the Equity Shares.
4. **Interest:** The CCDs shall carry 0.01% p.a. interest, payable annual.
5. **Voting:** The CCDs shall not carry any voting rights.
6. **Amendment of terms:** The Board may, subject to the applicable laws and consent of the CCD Holders, vary the terms of allotment and / or conversion of the CCDs, from time to time, as it may think fit in the best interest of the Company."

"RESOLVED FURTHER THAT the Equity Shares to be allotted pursuant to conversion of CCDs allotted in terms of this resolution shall be fully paid up at the time of allotment and shall rank pari passu with the existing Equity Shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, fixing/ revising the Relevant Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities/ lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Allottee, listing of the Equity Shares to be issued and / or allotted, and to modify, accept and give effect to any modification to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, RBI, MCA, etc. and as may be agreed to by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution."

#### 5. **Appointment of Mr. Sandeep P. Shah as Executive Chairman**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Mr. Sandeep P. Shah (DIN: 00368350) as Whole-time Director, designated as

Executive Chairman of the Company, for a period of five (5) years with effect from 1<sup>st</sup> June, 2021 to 31<sup>st</sup> May, 2026 (both days inclusive) on such remuneration and other terms and conditions as specified in detail alongwith other terms and conditions of his appointment in the draft agreement to be entered into between the Company and Mr. Sandeep P. Shah and that the Board of Directors, including any Committee thereof, be and is hereby authorized to revise, amend, alter or otherwise vary the terms and conditions of appointment and/or remuneration from time to time as it deems fit on recommendation of Nomination and Remuneration Committee, but at no time the remuneration payable to Mr. Sandeep P. Shah shall exceed the maximum limit prescribed in Schedule V to the Companies Act, 2013 and in the event of the Company not earning profit or inadequacy of profit in any financial year, the aforesaid remuneration shall be paid to Mr. Sandeep P. Shah as minimum remuneration;

RESOLVED FURTHER THAT his re-appointment as a Director of the Company immediately on retirement by rotation shall not be deemed to constitute a break in his appointment as a Whole-time Director of the Company;

RESOLVED FURTHER THAT the Board including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution.”

By order of the Board of Directors  
SPS Finquest Limited



(GIRISH JAJOO)  
MANAGING DIRECTOR  
DIN: 03108620

Place Mumbai  
Date: 02/06/2021

**NOTES AND INSTRUCTIONS:**

1. An explanatory statement pursuant to Section 102 of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business is annexed hereto.
2. The Notice is being sent to/ published/ displayed for all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) on Friday, May 28, 2021, which will be considered for the purposes of remote e-voting. A person, who is not a member as on the aforesaid date, should treat this Notice for information purposes only.
3. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Notice electronically to all the members, whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company’s Registrar and Transfer Agent i.e. Universal Capital Securities Private Limited (“Universal”), and express its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members, whose

email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Transfer Agent i.e. Univeral, for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:

- a. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the Universal, by sending an e-mail request on [info@unisec.in](mailto:info@unisec.in). Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may write to: [info@unisec.in](mailto:info@unisec.in).
  - b. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with Universal Capital Securities Private Limited, C-101, 247 Park, 1<sup>st</sup> floor, LBS Marg, Gandhi Nagar, Vikhroli (West), Mumbai 400 083, India, by following due procedure.
  - c. Those members, who have already registered their email addresses, are requested to keep their email addresses validated with their depository participants/ Universal to enable servicing of notices and documents electronically to their email address.
4. The Notice has also been placed on Company's website: [www.spsfinquest.co.in](http://www.spsfinquest.co.in) and NSDL's e-voting website: <https://www.evoting.nsdl.com> and will also be available on the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) on which shares of the Company are listed.
  5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, May 28, 2021.
  6. The Board of Directors of the Company has appointed Mr. Upendra C Shukla, Practicing Company Secretary (FCS No.2727, CP No.1654) as the scrutinizer to conduct the process of the postal ballot in a fair and transparent manner("Scrutinizer").
  7. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
  8. The resolutions passed by the members through postal ballot shall be deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
  9. The Scrutinizer will submit his Report to the Chairman or any other Director of the Company as authorized by the Chairman or the Company Secretary of the Company, after completion of the scrutiny of the e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorized by him in his behalf or the Company Secretary of the Company, on or before Monday, 05<sup>th</sup> July, 2021 or as per statutory timelines. The results alongwith the Scrutinizer's report will also be posted on websites of the Company viz. [www.spsfinquest.co.in](http://www.spsfinquest.co.in), website of the NSDL viz. [www.evoting.nsdl.com](https://www.evoting.nsdl.com) and the BSE Limited viz. [www.bseindia.com](http://www.bseindia.com). In the event that the lockdown on account of COVID-19 pandemic is eased off and the Company's offices are open for business, the Company will also display the results at its registered office. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. 03<sup>rd</sup> July, 2021.

## 10. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, General Circular and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by National Securities Depository Limited (NSDL).

The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	From 9:00 A.M.(IST) on Friday, June 04, 2021
<b>End of remote e-voting</b>	Upto 5:00 P.M. (IST) on Saturday, July 03, 2021

The remote e-voting module shall be disabled by NSDL for voting at 5:00 P.M. (IST) on Saturday, July 03, 2021. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

**The procedure and instructions for remote e-voting are as follows:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to</li> </ol>



	<p>register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users, who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members, who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is

	IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	<b>EVEN Number followed by Folio Number registered with the company</b> <b>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</b>

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now, you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the print-out of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL, on at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those shareholders, whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [infor@uniseq.in](mailto:infor@uniseq.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@uniseq.in](mailto:info@uniseq.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set-out in the Notice of postal ballot**

**ITEM NO: 1 – Increase in Authorized Share Capital and amendment of Memorandum of Association**

The present Authorized Share Capital of the Company is Rs.5,00,00,000/- divided into 49,00,000 Equity Shares of Rs.10/- each and 1,00,000 Preference Shares of Rs.10/- each whereas the Issued, Subscribed and Paid-up Capital of the Company is Rs.4,50,57,000/- divided into 45,05,700 Equity Shares of Rs.10/- each. It is proposed to issue Bonus Shares to the existing shareholders of the Company in ratio 5 (Five) fully paid-up Equity Shares of Rs.10/- each for every 4 (Four) Equity Share held. Further, it is proposed to take capital raising exercise by issue Compulsorily Convertible Debentures (CCDs), which in turn will be converted into Equity Shares of the Company. In view of the same and to meet the future requirements of the Company, it has been felt necessary to increase the authorized share capital of the Company suitably.

As a consequence of the above, it would be necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Sections 61(1)(a) and 13 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company respectively require the consent of the shareholders by way of passing of resolution.

Copies of documents relevant to this Resolution including a copy of the amended Memorandum and Articles of Association of the Company shall be made available for inspection at the registered office of the Company during normal business hours of the Company on all working days (except Saturdays, Sundays and Holidays) up to the last date of remote e-voting.

The Board of Directors recommend passing of the Ordinary Resolution to approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company as set out at item No.1 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

**ITEM NO. 2 – Issue of Bonus Shares**

Considering, inter alia the financial parameters and the position of reserves of the Company, the Board of Directors of the Company in its meeting held on 02/06/2021, has approved subject to the approval of the shareholders, issuance of Bonus Shares to the holders of Equity Shares of the Company in the ratio of 5 : 4 (i.e. 5 Bonus Equity Shares of Rs.10/- for every 4 fully paid-up Equity Share of Rs.10/- each held) by increasing the Issued, Subscribed and Paid-up share capital of the Company to a sum not exceeding Rs.10,13,78,250/- after capitalizing a sum not exceeding Rs.5,63,21,250/- (Rupees Five Crores Sixtythree Lakh Twentyone Thousand Two Hundred Fifty only) from Securities Premium Account or any other permitted reserves/surplus as per the audited Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the same is proposed to be applied in paying up in full not exceeding 56,32,125 Equity Shares of Rs.10/- each.

The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names shall appear in its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 5 (Five) Bonus Shares of Rs.10/- for every 4 (Four) Equity Share of Rs.10/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respect with the fully paid-up Equity Shares of the Company as existing on the Record Date.

Directors and their relatives may be deemed to be interested in the proposed resolution to the extent of their respective shareholding in the capital of the Company and they will be entitled to receive Bonus Shares. None of the Key Managerial Personnel and their relatives is in any way concerned or interested, financially or otherwise, in the resolution

The Board of Directors of your Company recommends this Resolution for shareholders' approval.

### **ITEM NO: 3 – Migration of Capital from SME Platform to Main Board of BSE**

Pursuant to Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 any company existing on SME Platform having a paid-up capital of more than Rs.10 crores can apply to move to the Main Board; provided (i) market capitalization of the said company for preceding 20 traded days from the date of submission of application to the Stock Exchange for migration from SME platform to the Main Board should be equal to or in excess of Rs.25 crores; (ii) a Special Resolution is passed with at least two-thirds of the shareholders (apart from promoter shareholders) favouring the migration; and (iii) the company meets listing requirements of the stock exchange on which the share capital is listed.

Since the Paid-up Capital of your Company after issue of Bonus Shares will be Rs.10,13,78,250/- and the Company is since listed on SME platform of BSE Ltd. for more than seven (7) Years. i.e. from 03/06/2014 till date, Directors of your Company propose that the capital of the Company be migrated from SEM Platform to the Main Board. Your Directors are of the view that migration to Main Board will act as a catalyst in the growth and expansion of your Company and will also help the shareholders of the Company to unlock the value of their investments by improved liquidity.

The Board of Directors recommends the passing of the Special Resolution to approve proposed migration of the capital of your Company as set out at Agenda Item No. 3 of the accompanying Notice.

Directors may be deemed to be interested in the proposed resolution to the extent of shares they hold in the capital of the Company alongwith their relatives. None of the Key Managerial Personnel and their relatives is in any way concerned or interested, financially or otherwise, in the resolution.

### **ITEM NO.4 – Preferential Issue of CCDs**

The Company proposes to undertake a capital raising exercise by way of preferential issue to willing investors / entities ("Proposed Allottees"), who have expressed their inclination to subscribe to the unsecured compulsorily convertible debentures ("CCDs") of the Company.

Accordingly, the Board of Directors at its meeting held on 02/06/2021 had, subject to the approval of the shareholders and other regulatory approvals as may be required, approved the proposal to create, offer, issue and allot, in one or more tranches, 2,500 (Two Thousand Five Hundred) CCDs having a face value of Rs.1,00,000/- (Rupees One Lac only) each for cash at par aggregating to

Rs.25,00,00,000/- (Rupees Twentyfive Crores Only) to certain persons / entities, who are willing to subscribe the CCDs (hereinafter collectively referred to as the “Proposed Allottees”) as the Board may deem fit, in one or more tranches, whether they are shareholders of the Company or not, by way of a preferential allotment.

A company can undertake preferential issue / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 71, 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Act”) further read with the provisions of Chapter V – “Preferential Issue” of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

The following details of the proposed preferential issue of the CCDs are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended:

**(i) The object / purpose of the preferential issue:**

The object of the preferential issue is to meet the long term working capital requirements of the Company and general corporate purpose.

**(ii) The total number of shares or other securities to be issued and the manner of issue and the amount which the Company proposes to raise by way of such issue:**

It is intended to create, offer, issue and allot 2,500 (Ten Thousand) CCDs having a face value of Rs.1,00,000/- (Rupees One Lac Only) each aggregating to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) to the Proposed Allottees on a preferential allotment/ on a private placement basis.

**(iii) Issue Price and Relevant Date**

The CCDs of Rs.1,00,000/- each are to be issued for cash at par. The issue price of the Equity Shares on conversion of CCDs shall be computed in accordance with Regulation 164 of SEBI ICDR Regulations as on the Relevant Date.

Relevant Date: In accordance with the Regulation 164 under Chapter V of the SEBI ICDR Regulations, relevant date shall be 30 (thirty) days prior to the date on which the holders of the convertible securities become entitled to apply for the Equity Shares.

**(iv) Report of the registered valuer**

Report of the registered valuer is not required in terms of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

**(v) Intention/ proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:**

None of the Promoter, director or key managerial personnel of the Company or their relatives intends to subscribe to the proposed preferential issue of CCDs.

**(vi) Proposed time within which the allotment shall be completed:**

The Company will issue and allot CCDs within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other

law.

**(vii) Shareholding pattern of the Company before and after the Preferential Issue:**

The pre-issue shareholding pattern of the Company is as under as on 14/05/2021:

Sr. No:	Category	Pre-issue	
		No. of shares held	% of shareholding
<b>A</b>	<b>Promoters' holding</b>		
1.	Indian		
	Individuals	22,42,700	49.7747
	Bodies Corporate	2,77,600	6.1611
	Sub-total	25,20,300	55.9358
2.	Foreign Promoters	0	0
	Sub-total (A)	25,20,300	55.9358
<b>B</b>	<b>Non-promoters' holding</b>		
1.	Institutional Investors		
	(a) Mutual Funds	0	0
	(b) Venture Capital Funds	0	0
	(c) Alternate Investment Funds	0	0
	(d) Foreign Venture Capital Investors	0	0
	(e) Foreign Portfolio Investors	0	0
	(f) Financial Institution/Banks	0	0
	(g) Insurance Companies	0	0
	(h) Provident Funds/Pension Funds	0	0
	<b>Sub-total (B)(1):</b>	0	0
2.	Central /State Governments/President of India	0	0
	<b>Sub-total (B) (2);</b>	0	0
3.	Non-Institution		
(a)	i) Individuals holding nominal share capital upto Rs.2 lacs	1,41,100	3.1316
	ii) Individuals holding nominal share capital in excess of Rs. 2 lacs	2,28,800	5.0780
(b)	NBFCs registered with RBI		
(c)	Employee Trust		
(d)	Overseas Depositories		



	(holding DRs)		
(e)	Any other -		
	Bodies Corporate	15,72,000	34.8891
	LLP	3,200	0.0710
	Clearing Members		
	HUF	38,400	0.8523
	Non-resident Indians (Non-Repatriation)	1,900	0.0422
	<b>Sub-total (B) (3):</b>	16,15,500	35.8546
	<b>Total Public Shareholding B= (B)(1)+(B)(2)+(B)(3):</b>	19,85,400	44.0642
	<b>Grand Total:</b>	45,05,700	100

Post-issue shareholding pattern cannot be determined since price of shares on conversion and category in which the allottees will fall is not ascertained presently.

**(viii) Identity of the proposed allottees, the natural persons, which ultimately control the proposed allottees, maximum number/ amount of Equity Shares proposed to be allotted and the percentage of post-issue capital that may be held by the proposed allottees:**

The person(s) to whom CCDs will be issued/allotted is/are not identified by the Company. The offer for issue will be made after passing of the special resolution by the shareholders.

**(ix) The change in control, if any, in the Company that would occur consequent to the preferential offer:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment except dilution in shareholding of the Promoters due to allotment to non-promoters.

**(x) Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:**

The Company has not made any preferential issue/ allotment during the period from 1st April 2020 till the date of this Notice.

**(xi) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case as the proposed allotment is made for consideration in cash.

**(xii) Undertaking to recomputed price:**

The same is not applicable in the present case.

**(xiii) Undertaking to put under lock-in till the recomputed price is paid:**

The same is not applicable in the present case.

**(xiv) Certificate from Statutory Auditors:**

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations and applicable provisions of the Companies Act, 2013 shall be made available for inspection at the registered office of the Company between during working hours of the Company on all working days (except Saturdays, Sundays and Holidays) up to the last date of receipt of remote e-voting for postal ballot.

**(xv) Lock-in Period:**

CCDs and the Equity Shares to be allotted on conversion of CCDs shall be subject to applicable lock-in and transfer restrictions stipulated under Regulation 167 and other applicable provisions of the ICDR Regulations.

**(xvi) Listing**

The Company will make an application to the stock exchanges at which the existing shares are already listed, for listing of the equity shares to be issued on conversion of the CCDs. Such equity shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

**(xvii) Disclosure pertaining to willful defaulters:**

Neither the Company nor any of its Promoters or Directors is willful defaulter and hence, disclosures as specified in Schedule VI of the ICDR Regulations are not required.

The consent of the shareholders is sought for the issue of the CCDs in terms of Sections 71(1), 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and Listing Regulations read with the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

The Board recommends passing of the Special Resolution to approve issue of CCDs on preferential basis to the Proposed Allottees. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.4 of the accompanying Notice.

Promoter Directors of the Company may be deemed to be interested in the proposed resolution to the extent of the shareholding in the Company. None of the other Directors, Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Copies of documents relevant to these Resolutions shall be made available for inspection at the registered office of the Company during the business hours of the Company on all working days (except Saturdays, Sundays and Holidays) up to the last date of remote e-voting for postal ballot.

**ITEM NO.5 – Appointment of Executive Chairman**

Mr. Sandeep P. Shah is one of the Promoter Directors of the Company. He was appointed on the Board with effect from 20<sup>th</sup> May, 2010. Based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors at its meeting held on 2<sup>nd</sup> June, 2021, approved the appointment of Mr. Sandeep P. Shah as Whole-time Director, designated as Executive Chairman, with effect from 1st June, 2021

Mr. Sandeep P. Shah (aged 49 years) is a Commerce Graduate from University of Bombay. He joined the Company as Director after his family took the management control of the Company in the year 2010. Mr. Sandeep Shah is taking active interest in the affairs of the Company and is providing various guidance to the management from time to time relating to financial management. Under the stewardship of Mr. Shah the Company was listed on SME Platform of Bombay Stock Exchange (now, BSE Ltd.) on 03/06/2014. Over a period of a decade, the Company has increased its business many fold as Non-Banking Finance Company. In view of this, the Board of Directors is of the opinion that the appointment of Mr. Sandeep P. Shah as Executive Chairman will be in the best interest of the Company.

Mr. Sandeep P. Shah shall be paid remuneration as a Whole-time Director, designate Executive Chairman as decided by the Nomination and Remuneration Committee of the Company within the overall limits as below.

The current maximum limits of remuneration as proposed in Resolution No. 5 to be approved by the Members for Whole-time Director(s) is as follows:

Description	Maximum limits (per annum)	
	Salary	Perquisites
In case of Whole-time Director	Rs.1,20,00,000/-	As per the Rules of the Company and within the limits of Section 197 of the Act

Perquisites /Benefits:

Mr. Sandeep P. Shah, Executive Chairman, shall be entitled to perquisites like the benefit of rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence / cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment and long service award and other benefits / allowances as recommended by the Nomination and Remuneration Committee from time to time and approved by the Board of Directors.

The above terms have been incorporated in the draft agreement to be entered into with Mr. Sandeep P. Shah as referred to in the resolution at Item No. 5 of this Notice with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time as it deems fit, but at no time, Mr. Sandeep P. Shah shall be entitled to receive the remuneration and perquisites in excess of the limit prescribed in Schedule V to the Companies Act, 2013 read with section 197, as existing or as may be amended from time to time. The draft agreement, referred to as above, also provides that subject to the applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof, in the event of the Company not earning profit or inadequacy of profit in any financial year, Mr. Sandeep P. Shah would be entitled to receive the above remuneration as minimum remuneration.

The draft agreement referred to in resolution No. 5 would be available for inspection by the members at the registered office of the Company on all working days except on Saturdays and Sundays, between 11.00 a.m. to 1.00 p.m. upto the last date fixed for remote e-voting.

Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICISI is provided in annexure to this notice.

Mr. Sandeep P. Shah and Mrs. Kalpana P. Shah may be deemed to be interested in the resolution to the extent of appointment and remuneration Mr. Sandeep P. Shah will be entitled to as an Executive Chairman. None of the other Directors, key managerial personnel or other relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends the resolution for approval of the Members.

The information required to be provided to the shareholders in terms of Schedule V of the Act is set-out as under:

#### **I. GENERAL INFORMATION:**

1. Nature of Industry: Non-banking Finance Company
2. Date or expected date of commencement of commercial production: The Company is already in the business.
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators (Rs.)

Particulars	For the year ended 31/03/2020	For the year ended 31/03/2019
Total Income	8,11,08,184	3,94,03,683
Expenditure other than Finance cost, Interest and Depreciation	18,94,67,506	8,33,02,505
Profit before Finance costs, Depreciation and Tax	(10,83,59,322)	(4,38,98,822)
Finance costs	3,75,47,154	1,82,10,699
Depreciation	4,30,146	5,24,943
Profit/(Loss) before Tax and exceptional items	(14,63,36,623)	(6,26,34,464)
Exceptional Items	-	-
Profit/(Loss) before Tax	(14,63,36,623)	(6,26,34,464)
Tax Provision	(29,28,157)	7,497,685
Net Profit (Loss)	(14,34,08,465)	(70,132,149)

#### **II. INFORMATION ABOUT THE APPOINTEE:**

Background	Mr. Sandeep P. Shah is Commerce Graduate from the University of Bombay. He has about 29 years' experience in financial management and investment banking. He has experience of about 29 years in Capital Market & Money Market. He has thorough knowledge of stock market operations and financing business.
Past Remuneration (FY 2019-20)	Nil
Recognition & Awards	--
Job Profile & Suitability	Subject to supervision and guidance of the Board of Directors, the Executive Chairman shall have the general control of the business of the Company with power to appoint and dismiss employees, to enter into contracts on behalf of the Company in ordinary course of the business and to do and perform all acts, deeds and things which in the ordinary course of the business, he may consider necessary or proper in the interest of the Company. Considering the above and having regard to his age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is in the interest of the Company.
Remuneration proposed	The remuneration including perquisites shall be as stated in the special resolution attached herewith.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Compare to the remuneration with respect of the industry, size of the Company etc. the remuneration proposed to be paid to Mr. Sandeep P. Shah is lower than the industry standard.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	Besides the remuneration proposed to be paid to Mr. Sandeep P. Shah as Executive Chairman, he does not have any other pecuniary relationship with the Company or with any other managerial personnel.

### III. OTHER INFORMATION:

#### 1. Reasons for loss or inadequate of profit:

The Company has earned pre-tax profit. However, due to provision for devaluation in value of current investments, the Company has incurred a loss

for the financial year ended 31<sup>st</sup> March, 2020.

2. Steps taken or proposed to be taken for improvement:  
The Board of Directors continuously endeavors to get maximize the income from its business.
3. Expected increase in productivity and profits in measurable terms:  
With expected growth in finance sector particularly in non-banking finance business, the Company expect an improving trend in revenue and profits in coming years.

#### IV. DISCLOSURES:

In the Board of Directors' Report, the Company is not required to give report on "Corporate Governance".

1. All elements of remuneration package : None of the Directors (except the Managing Director) is paid any remuneration.  
such as salary, benefits, bonuses, stock options, pension, etc. of all the directors.
2. Details of fixed component and performance linked incentives along with the performance criteria : The remuneration payable consists of fixed salary only. Performance linked incentives are not paid to Directors
3. Service contracts, notice period and severance fees. : Service contract is for a period of five years from 01/06/2021 to 31/05/2026. There is no Notice period and no severance pay is payable on termination of appointment.
4. Stock option details, if any, and whether the same is issued at a discount as well as the period over which accrued and over which exercisable. : No stock option is issued.

**Details of the Director seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 on General Meetings is as follows:**

<b>Name of the Director</b>	<b>Mr. Sandeep P. Shah</b>
Director Identification Number	00368350
Nationality	Indian
Date of Birth	19-10-1972
Age:	49 years
Date of the first appointment on the Board	20/05/2010
Qualifications	Graduate in Commerce from University of Bombay
Nature of his expertise in specific functional	Business and Finance Management including

areas and Brief Resume	Capital Market
Details of Remuneration last drawn	No remuneration drawn
Term and conditions of appointment	As per explanatory Statement annexed to this Notice
Details of Remuneration sought to be paid	Remuneration to be paid w.e.f. 1 <sup>st</sup> June, 2021 is detailed in the explanatory statement annexed to the Notice
Number of Shares held in the Company	18,55,400
Directorship in other Companies	(Directorship in Listed Companies only considered): 1) Modella Woollens Ltd.
Chairman / Member of the Board Committee of other Companies	1) Member of Audit Committee and Nomination & Remuneration Committee of – Modella Woollens Ltd. 2) Chairman of Stakeholders' Relationship Committee – Modella Woollens Ltd.
Relationship with other Directors, Manager and KMP	Mr. Sandeep P. Shah is son of Mrs. Kalpana P. Shah. Other than this, he has no relationship with other Directors, Manager and KMP.
Number of Board Meetings attended during the financial year 2020-2021	5 (five)

By order of the Board of Directors  
SPS Finquest Limited

(GIRISH JAJOO)  
MANAGING DIRECTOR  
DIN: 03108620

Place Mumbai  
Date: 02/06/2021